MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

The stockholders of United Artists Corporation met in special session on Friday, January 3rd, 1936, at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that all stockholders except Alexander Korda and The Elton Company, were represented in person or by proxy.

There were present in person, Mary Pickford, Samuel Goldwyn and Charles Chaplin.

Whereupon, the Vice-President announced that the meeting was competent to proceed.

The call of the special meeting of the stockholders was read and ordered filed with the records of the corporation.

The Vice-President announced that the purpose of the meeting was to amend the By-Laws of the corporation, and in particular, Article VI, Section 1, relative to the establishment of bank accounts for the disposition of the corporation's funds and designation of persons authorized to draw on said accounts.

Whereupon, on motion duly made, seconded and unanimously carried, it was,

"RESOLVED, that the By-Laws of this corporation be amended by deleting therefrom Section 1 of Article VI, and substituting in lieu thereof the following:

" ' ARTICLE VI
SIGNATURES.

" ' Section 1. All checks, drafts, notes or other obligations of the corporation shall be signed by any person or persons authorized by the Board of Directors, or by the Executive Committee, and bank depositories shall be designated and accounts opened or closed in such banks as are from time to time authoriz ed by the Board of Directors or the Executive Committee.' "

There being no further business, the meeting adjourned.

Mary Pickford
Vice-President.

Attest:
Loyle Wright
Secretary.

WE, the undersigned, being the owners of all the common stock of United Artists Corporation, do hereby consent to the holding of special meeting of the stockholders of United Artists Corporation, at the Los Angeles office of said corporation, 1041 North Formosa Avenue, on the 3rd day of January, 1936, said meeting having been duly called by the Secretary of the corporation as required by the By-Laws, for all purposes and for the transa ion of all business that may lawfully come before such meetin and we do hereby approve the foregoing as a true and corre recitation of the proceedings had at said meeting.

Mary Pickford - Owner of 1000 shares
The Pickford Corporation.

Charles Chaplin - Owner of 1000 shares
Charles Chaplin.

Douglas Fairbanks - Owner of 1000 shares
The Elton Corporation

Samuel Goldwyn - Owner of 1000 shares
Samuel Goldwyn.

_____ - Owner of ____ shares
Alexander Korda.

P R O X Y.

KNOW ALL MEN BY THESE PRESENTS:

That The Elton Corporation, a corporation, by its duly authorized officer, does hereby constitute and appoint DOUGLAS FAIRBANKS its lawful attorney, substitute and proxy for it and in its name, to vote upon all the stock held by it in UNITED ARTISTS CORPORATION at any stockholders' meeting, and to execute waivers, consents, approvals of minutes of said United Artists Corporation for and on behalf of this corporation, as fully and with the same effect a s the corporation or any officer of the corporation could do were the corporation personally represented at said meeting.

This proxy shall endure from date hereof until revoked.

IN WITNESS WHEREOF, The Elton Corporation has caused this instrument to be executed by its duly authorized officer, and the seal of the corporation to be affixed hereunto, this 18th day of December, 1935.

THE ELTON CORPORATION,

By D. Fairbanks
President.

New York, January 3, 1936

To

MRS. MARY PICKFORD FAIRBANKS,

For the Board of Directors
of United Artists Corporation.

The undersigned, Dennis F. O'Brien, does hereby tender his resignation as a member of the Board of Directors of United Artists Corporation at the request of Mrs. Mary Pickford Fairbanks, subject to his successor to fill the vacancy so caused being the person selected by Mary Pickford Fairbanks, whose representative the undersigned has been on the Board of Directors.

In explanation of this resignation and the above condition attached to it, the undersigned states that the persons who will become associated with Mary Pickford Fairbanks in the production of certain motion pictures to be distributed through United Artists Corporation request their representative upon the Board of Directors of United Artists Corporation, and for this reason Mrs. Mary Pickford Fairbanks has requested the resignation of the undersigned who is complying with such request.

Dennis F. O'Brien

Dennis F. O'Brien

MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS OF
UNITED ARTISTS CORPORATION

The Board of Directors of United Artists Corporation met in special session, pursuant to call issued by the Secretary, at the instructions of the Vice-President, all as provided for in the By-laws, at 4:00 o'clock P.M., on Friday, January 3rd, 1936, at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call there were found present the following Directors:

Mary Pickford, Samuel Goldwyn, Charles Chaplin, and during part of the meeting, Mr. Abraham Lehr and Mr. Leo F. Samuels. There was present throughout the meeting, the Secretary, Loyd Wright.

It was moved, seconded and unanimously carried as follows:

> RESOLVED, that the payment of Christmas bonuses to employees of this corporation be, and the same is hereby approved and ratified.

The Chairman announced that the Executive Committee had requested an instruction from the Board relative to a proposed appropriation of $55,000.00 for direct advertising on the photoplay, "STRIKE ME PINK".

Whereupon, it was moved, seconded and unanimously carried as follows:

"RESOLVED, that the proposed appropriation of $55,000.00 for direct advertising of the photoplay "STRIKE ME PINK" be, and the same is hereby approved.

B e i t f u r t h e r,

RESOLVED, that no appropriation over and above the limitations of $40,000.00 shall be made without in each instance the consent and approval of this Board of Directors.

Director Samuel Goldwyn did not vote on the above resolution, he being an interested party.

It was moved, seconded and unanimously carried as follows:

RESOLVED, that the action of the Executive Committee in cancelling the indebtedness of Mr. J. K. Burger be, and the same is hereby approved and ratified.

The president announced that the purpose of the meeting was to adopt certain resolutions relative to Regular and Contingent Fund Bank Accounts. Whereupon, on motion duly made, seconded and unanimously carried, it was:

REGULAR BANK ACCOUNTS

RESOLVED, That the Bank Depositories for deposit of film rental and other revenue, of the United Artists Corporation shall be designated and accounts opened or closed in such banks in the name of and for and on behalf of United Artists Corporation upon the written authority of two officers of the United Artists Corporation, one of whom shall be the President or a Vice-President, and the other of whom shall be the Treasurer or Assistant Treasurer; and it was

FURTHER RESOLVED, That such accounts when opened may be drawn upon by check, draft, note, or other order or negotiable instrument for the withdrawal of money when such instrument is signed by two officers of the Corporation, one of whom shall be the President or a Vice-President and the other of whom shall be the Treasurer, Assistant Treasurer, Secretary, or Assistant Secretary.

CONTINGENT FUND BANK ACCOUNTS

RESOLVED, That the Bank Depositories for deposit of the working funds of the Branch Offices of the United Artists Corporation shall be designated and accounts opened or closed in such banks upon the written authority of two officers of the United Artists Corporation, one of whom shall be the President or a Vice-President, and the other of whom shall be the Treasurer or Assistant Treasurer, such accounts to be carried in the name of the Corporation and designated as Sales Manager's Account, Branch Manager's Account or Office Manager's Account in accordance with the facts of the situation; and it was

FURTHER RESOLVED, That two officers of the Corporation, one of whom shall be the President or a Vice-President, and one of whom shall be the Treasurer or Assistant Treasurer, may designate and authorize the person or persons to withdraw funds from and deposit funds in any such accounts above named and such officers of the Corporation may rescind and terminate such authority at their discretion; and it was

FURTHER RESOLVED, that checks, drafts, notes or other obligations against said accounts may also be signed by two

officers of the Corporation, one of whom shall be the President or a Vice-President, and one of whom shall be the Treasurer, Assistant Treasurer, Secretary or Assistant Secretary.

At this point, it was moved, seconded and unanimously carried that the meeting be adjourned until Tuesday, January 14th, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Mary Pickford
Chairman / Vice-President.

Attest:

Loyd Wright
Secretary.

ECR:DB
1/3/36

JANUARY 3rd, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK ON THE 3rd DAY OF JANUARY, 1936.

- - - - - - - - - - -

The regular meeting of the Executive Committee of the United Artists Corporation was held on the 3rd day of January, 1936, at 10.30 o'clock in the forenoon at the offices of the corporation at 729 Seventh Avenue, New York City, pursuant to regular called meeting.

There were present:

Nathan Burkan
Dennis F. O'Brien
Edward C. Raftery
James Mulvey

all members of the Executive Committee.

There were also present:

Emanuel Silverstone
(representing Mr. Alexander Korda)
Arthur W. Kelly
(vice-president of the corporation)
Harry D. Buckley
(vice-president of the corporation)

Mr. Burkan acted as Chairman of the meeting and Mr. Raftery acted as Secretary.

1. Mr. Kelly read to the meeting a telegram sent by him to Mr. Goldwyn regarding the employment of Mr. Jack Schlaeffer in sales capacity as well as Mr. Goldwyn's reply. Mr. Kelly was authorized by the meeting to carry out the spirit and intent of said telegram.

2. Mr. Kelly then presented the following matter to the meeting:

SOUTH AFRICA: Contract between United Artists Corporation and Metro-Goldwyn-Mayer Films (S.A.) Pty. Ltd. through the Culver Export Corporation for the distribution of:

Five (5) Selznick Productions
One (1) Pickford Production
One (1) "Amateur Gentleman"

Six (6) London Film Productions

for a period of four years from the date of delivery of first print of each subject. Constract is dated December 28th, 1935.

3. Mr. Kelly then read a cablegram from Paris dated January 2nd, 1936 reading as follows:

"VERY SORRY ATTIRE YOUR ATTENTION THAT RESULTS UP TO TODAY EXPLOITATION THUNDER EAST ARE ABSOLUTELY DISAPPOINTING AND CONTRADICTORY TO PROMISES STOP PLEASE TAKE ALL POSSIBLE MEASURES REGARDS

GARGANOFF".

The situation regarding this particular photoplay was thoroughly discussed and it was the consensus of opinion that Mr. Kelly should reply advising Mr. Garganoff every possible effort had been made to license the exhibiton of this photoplay in as many situations as possible and under the best terms obtainable.

All the branches were to be notified to keep an exact record of salesmen's efforts to sell this picture and correspondence with exhibitors etc.

4. Mr. Kelly then reported that he had received word from Mr. Samuels advising him that the directors of the corporation at the coast had advised Mr. Korda that United Artists Corporation would distribute the so-called "Gigli" film upon the regular terms of the Alexander Korda contract.

5. Mr. Kelly then reported that he had received word from Mr. Silverstone that 20th Century Fox the British Subsidiary, had resigned from British Kinema Renters' Society under the following circumstances:

That the so-called Hyams Circuit in London had been considered opposition to British-Gaumont; that recently British-Gaumont had announced that they had acquired the Hyams Circuit. The various distributors felt that the transfer was not a bonafide transfer and after a hearing they refused to service British-Gaumont on the ground that it in reality was nothing but an attempt to form a booking combine and thus suppress competition. Whereupon, both 20th Century Fox which owns 49% of British-Gaumont, and British-Gaumont resigned from the British Kinema Renters' Society.

The Committee felt that because of the great benefit received by the British Company from membership in the Kinema Society that nothing should be done at the moment to disturb the present situation, but that the matter should be carefully watched for future developments.

6. Mr. Kelly then presented a statement regarding the India Tax and regarding the Mexican situation.

7. Mr. Buckley then reported that the "STRIKE ME PINK" advertising appropriation had been straightened out on the coast and that he was proceding with the expenditure.

8. Mr. Buckley then brought up the question of the Copyright Protection Bureau activities and said that membership would cost $80.00 per week.

This matter had been discussed on other occasions and it was the consensus of opinion that because of the great benefits received from the Copyright Protection Bureau that the United Artists Corporation should continue this year, and particularly in view of the fact that the Bureau was undertaking a new service, to wit, policing of bookers and percentage engagements.

9. Mr. Buckley then reported that Jack Emenheiser, a salesman with the Atlanta office had been involved in an automobile accident while in the company's business and that a pedestrian was killed; that the insurance company had settled all claims and that United Artists Corporation had acquired the proper releases.

10. Mr. Buckley then inquired about limitation on trade advertising.

11. Mr. Raftery then reported that the Friedman case which he had tried in Pittsburgh had been settled for $20,000. and that all the defendants had contributed pro-rata; that the United Artists Corporation had contributed $1500. and that this would dispose of the entire litigation.

12. Mr. Kelly then read a memorandum which he had received from Mr. Calvin of the Pioneer regarding the proposal of Mr. Selznick to do some Technicolor Shorts for distribution through the United Artists Corporation.

Mr. Kelly was directed to send the matter to the directors at the coast.

13. Mr. Kelly then reported to the meeting that Sir Connop Guthrie had been made a Baron on New Year's Day and that Mr. Korda had received a medal - the highest award - for the photoplay "SANDERS OF THE RIVER".

The Executive Committee requested the proper congratulations be sent on behalf of the Committee to Baron Connop Guthrie and Mr. Alexander Korda.

14. Mr. Muller then entered the meeting and made the following report on the following matters:

(a) A representative of the Anglo California National Bank of San Francisco called upon Mr. Muller to solicit time deposits for his bank. He stated that if the corporation opened a small bank account with his bank he could arrange for time deposits and secure the following rates of interest:-

30 days - - - -	1/2% per annum
60 days - - - -	3/4% " "
90 days - - - -	1% " "
120 days - - - -	1-1/8% " "
150 days - - - -	1-1/4% " "
180 days - - - -	1-1/2% " "

He further advised that the corporation could place these time deposits with the understanding that they could be withdrawn at any time upon thirty days' notice and in the event the corporation needed the money immediately it could borrow against the time deposit at low rates of interest. Mr. Muller stated the other banks in California would doubtlessly make the same arrangements. Mr. Muller inquired whether such arrangement should be made with the Bank of America National Trust & Savings Association.

It was the consensus of the meeting that nothing be done to disturb our present banking situation except that Mr. Muller should write Dr. Giovanni and see what was necessary so as to avoid paying any taxes on the California deposit.

15. Mr. Muller further reported:

In re: Canadian Corporation Dividend.

Early last year the Canadian Corporation declared a dividend of $250.00 per share amounting to $25,000.00. The Canadian Company now has a surplus of approximately $90,000.00 and excess cash on hand of approximately $25,000. Mr. Muller stated it would be advisable to have the Canadian Corporation declare a dividend of $25,000.00.

Mr. Raftery stated he would call a meeting of the Canadian corporation and declare the necessary dividend.

16. Mr. Muller further reported with regard to AUDITS as follows: That in accordance with the regular procedure of the corporation Price, Waterhouse & Company had been requested to make the following audits in Latin America:

Argentine (Buenos Aires; Rosario; Cordoba; Bahia Blanca)

Brazil (Rio de Janeiro; Sao Paulo; Recife; Porto Alegre)

Canal Zone

Carlos Dogney, Agent at Lima Peru

Cuba.

As Mexico has been very inactive in the year 1935 the corporation did not request a year end audit.

In Europe, Mr. Muller stated, the procedure had been to have Price, Waterhouse & Company, London, audit the English Company, the Export Company and the reports and books kept in London covering our Continental European subsidiaries. We discontinued the Price, Waterhouse visits to these subsidiaries in the year 1934 for the reason that Mr. Silverstone planned to have two of the corporation's employees do this auditing. The corporation however continued to have Price, Waterhouse & Company, Paris, audit the French Company.

In the Far East and Australia Price, Waterhouse & Company do not have branches. In these places the corporation has the following auditors:

Philipine Islands	Clerk & Larkin
India	A.F.Ferguson & Co
China	Lowe, Bingham & Matthews
Japan	Harold Bell, Taylor, Bird & Co.
Dutch East Indies	McAuliffe, Davis & Hope
Strait Settlements	McAuliffe, Davis & Hope
Australia	E.S.Watkins

Mr. Muller wished to know whether these audits were to be continued. It wes the consensus of opinion that in view of the French defalcations that this audit should be made this year. It was estimated that the audit would cost about $300. for each of the nine branches, or a total of $2700.

17. Mr. Muller then reported on the cost of the Rothschild litigation in Georgia and Florida as follows:

ROTHSCHILD ROAD SHOW
STATE THEATRE, MIAMI, FLA.

Profit from Engagement - -	$1,562.24
Corporation's share .10%	$156.22
Legal expenses incurred	$4,306.87
Now charged 90-10	
Corporation's share	$430.69

18. Mr. Raftery then read to the meeting a copy of a letter which Mr. Mulvey had received from Mr. Samuels which had to do with the rights of the United Artists Corporation in licensees agents territories and stated he would reply to this letter immediately.

19. Mr. Muller then presented statements of bank balances of the corporation as of December 23rd and December 30th, copies of which are annexed hereto.

There being no further business before the meeting the same was duly adjourned.

EDWARD C. RAFTERY
SECRETARY

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: December 23, 1935.

CHASE NATL. BANK		
Balance from Previous Day	$ 370,511.88	
Deposits	34,767.76	
Withdrawals	160,323.42	
Balance Today		$ 244,956.22
NATIONAL CITY BANK		
Balance from Previous Day	100,192.29	
Deposits	23,468.12	
Withdrawals	-o-	
Balance Today		123,660.41
IRVING TRUST COMPANY		
Balance from Previous Day	8,932.57	
Deposits	6,067.43	
Withdrawals	-o-	
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,110,281.92	
Deposits	-o-	
Withdrawals	40.48	
Balance Today		1,110,241.44
GUARANTY TRUST COMPANY		
Balance from Previous Day	102,520.11	
Deposits	2,400.00	
Withdrawals	-o-	
Balance Today		104,920.11
DOMINION BANK		
Balance from Previous Day	35,500.94	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		33,500.94
TOTAL BALANCE		$ 1,632,279.12

DEPOSITS FOR CURRENT WEEK

Domestic	$ 187,461.43	
Domestic Foreign	7,701.99	
Foreign	183,591.64	
Total Deposits to Date	$ 378,755.06	
Total Withdrawals This Week		$ 314,047.41

CASHIER _____ COMPTROLLER _____

MD

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: December 30, 1935.

CHASE NATL. BANK		
Balance from Previous Day	$ 413,700.16	
Deposits	10,147.11	
Withdrawals	132,236.45	
Balance Today		$291,610.82
NATIONAL CITY BANK		
Balance from Previous Day	100,030.67	
Deposits	-	
Withdrawals	-	
Balance Today		100,030.67
IRVING TRUST COMPANY		
Balance from Previous Day	15,000.00	
Deposits	-	
Withdrawals	-	
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,108,168.47	
Deposits	-	
Withdrawals	11,881.26	
Balance Today		1,096,287.21
GUARANTY TRUST COMPANY		
Balance from Previous Day	104,920.11	
Deposits	2,400.00	
Withdrawals	-	
Balance Today		107,320.11
DOMINION BANK		
Balance from Previous Day	25,102.05	
Deposits	12,505.71	
Withdrawals	-	
Balance Today		37,607.76
	TOTAL BALANCE	$1,647,856.57

DEPOSITS FOR CURRENT WEEK

Domestic	$210,764.36	
Domestic Foreign	4,451.69	
Foreign	200,306.44	
Total Deposits to Date	415,522.49	
Total Withdrawals This Week		$399,945.04

CASHIER _____ COMPTROLLER _____

DFO'B:DB
1/10/36

177

January 10th, 1936.

MEETING OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK, ON THE 10TH DAY OF JANUARY, 1936.

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The regular meeting of the Executive Committee of the United Artists Corporation was held on the 10th day of January, 1936, at 10.30 o'clock in the forenoon at the offices of the corporation, to wit, 729 Seventh Avenue, New York City, pursuant to regularly called meeting.

There were present:

Nathan Burkan
Dennis F. O'Brien
James Mulvey

all members of the Executive Committee.

There were also present:

Emanuel Silverstone
(representing Mr. Alexander Korda)
Arthur W. Kelly
(vice-president of the corporation)
Harry D. Buckley
(vice-president of the corporation)

Douglas Fairbanks

and for part of the meeting

Harry Muller
(ass't-secretary and treasurer of the corporation)

1. The minutes of the meeting of January 3rd, 1936, were read and duly adopted as read, by the meeting.

2. Mr. Kelly then presented the following business matters:

(A) AUSTRIA:

Supplemental agreement dated December 12, 1935, to contract dated March 18th, 1935, with Dr. Hauser of Vienna, Austria, to distribute following features:

DARK ANGEL
BARBARY COAST
FALSE FACES (LET 'EM HAVE IT)
ARMS AND THE GIRL (RED SALUTE)
GHOST GOES WEST
MAN WHO MADE MIRACLES.

(B) GREECE

Letter Agreement dated December 3rd, 1935, between Cine Alliance, Hellenique, Athens, and United Artists (Export) Ltd. covering distribution of 2nd Series of Mickey Mouse and Silly Symphony cartoons in Greece. This is supplementary to the agreement dated December 28, 1933.

The above reports by Mr. Kelly were duly approved by the meeting.

3. Mr. Kelly then presented to the meeting a copy of communication from Walter Gould, to Mr. T. P.Mulrooney in the foreign department of United Artists Corporation, dated December 30th, 1935, relative to the moving of the Cristobal office to Panama City, and the organization of a subsidiary corporation under the laws of the State of Delaware to operate in this territory.

This recommendation was duly approved by the Committee and Mr. Kelly was directed to cause either a new corporation to be organized under the laws of Delaware or to use a subsidiary corporation already in existence, and to refer the matter to the legal department.

4. Mr. Kelly then presented the following reported in regard to Holland:

Letter agreement dated December 23,1935 between Loet C. Barnstijn's Film Distributie N.V., the Hague and United Artists (Export) Ltd. covering the distribution in Holland of the following features:

FALSE FACES (LET 'EM HAVE IT)
DARK ANGEL
BARBARY COAST
ARMS AND THE GIRL (RED SALUTE)
MELODY LINGERS ON
SPLENDOR

This is supplementary to agreement between same parties dated March 21st, 1935.

5. DUTCH EAST INDIES: Mr. Kelly presented the following report:

Agreement between United Artists Corporation of Delaware and Loet C. Barnstijn's Film Exploitatie & Export N.V. of Holland for the distribution in the Dutch East Indies of two original Dutch films and one original German film dubbed in Dutch;

Also agreement signed the same day for the distribution of eight (8) Dutch shorts in the Dutch East Indies.

Terms: 65/35 United Artists receiving 35%.

Expiration date: December 31,1940.

The above was duly approved by the meeting.

6. FRANCE:

Mr. Kelly also reported from a memorandum submitted to the Executive Committee by Mr. T. P. Mulrooney, dated January 10th, 1936, a resume of a contract dated November 21,1935, for three (3) French talking pictures, made by the Paris Office, a subsidiary corporation of United Artists Corporation, with Les Films Artistiques Francais, 12 Rue D'Anjou, Paris, France.

The first picture to be delivered not later than April 1st, 1936; the second not later than August 1st and the third not later than November 1st, 1936.

The territory for distribution included in the contract for the three pictures is: France, Belgium, their Colonies and Protectorates, Switzerland, Greece, Turkey, Egypt, Palestine, Syria, Persia, Iraq, and the Province of Quebec.

The period of the contract is for five years from delivery of the negative.

The Distributing corporation shall have the right to make outright sale in any other country not included in the contract, the producer having a similar right to make outright sale. No sales can be made without the approval of the other party.

Upon the delivery of the negative of each picture, and after censorship visa of the French Government has been obtained, the distributing company guarantees to pay to the producer 50% of the cost of each production in the following manner: 1/3 in cash; 1/3 within 30 days from date of French censorship visa and the balance within 60 days from the date of the French censorship visa. The guarantee obligation of the distributing corporation is limited to not more than 500,000 francs per picture. The distributing corporation shall have the right of approval of production costs, also scenario, continuity, dialogue, cast, director and production manager.

Revenue and Charges are to be divided as follows:

France, Belgium, their colonies and Protectorates, and Switzerland revenue is to be divided 70% to producer, 30% to distributor; with producer standing all charges 100% except trade paper publicity and changes distributor may make in the picture, cost of which distributor is to stand 100%. Turn over tax is to be borne 70% Producer and 30% to Distributor.

In Greence, Turkey, Egypt, Palestine, Syria, Persia, Iraq and the Province of Quebec revenue is to be divided 50-50, with charges split 50/50 except producer stands 100% the cost of censorship, copyright, sound royalties, and taxes on producer's share, and distributor stands 100% trade paper publicyt and cuts distributor may make in the picture. On outright sales if made by the producer, producer pays distributor 10%, if made by Distributor, distributor retains 20%.

Distributor has the right to retain all of producer's share until distributor has recouped the advance payment, and all charges which are to be borne by producer.

When the total cost of each picture has been completely amortized, all revenue thereafter from all territories except Greece, Turkey, Egypt, Palestine, Syria, Persia, Iraq and the Province of Quebec, shall be split 65% to producer and 35% to distributor. We have the right to apply the debits of any picture against the credits of another.

The Distributor is to make advertising accessories

at its own expense.

The United Artists Corporation shall have the right to refuse each picture if cuts demanded by censor in such picture will be too extensive or will in any way be detrimental to the value of the film.

Because of this contract involving a guaranteed obligation not to exceed 500,000 francs per motion picture, it was the consensus of the meeting that this report be approved subject to verification that the same has already been approved by the members of the Board of Directors in Los Angeles.

Mr. O'Brien was instructed to communicate with Mr. Loyd Wright concerning this matter.

7. Mr. Buckley reported his negotiations for a contract with a publication entitled "BOX OFFICE" which is published in seven regional sections and circulated among the exhibitors.

His report was duly approved and Mr. Buckley was authorized to go forward with the proposed contract.

8. A general discussion took place relative to various happenings in foreign countries regarding American produced motion pictures and the restrictions and regulations being placed upon them.

9. Mr. Douglas Fairbanks talked to the members about his observations in the various parts of Europe that he had been visiting relative to the operation of our subsidiary corporations and the character of motion pictures being produced in those countries, and other matters of interest concerning the business in those countries.

10. Mr. Muller reported regarding the motion picture entitled "THE RETURN OF BULLDOG DRUMMOND" and asked for instructions from the Executive Committee in the business matters concerning this motion picture with 20th Century Pictures Corporation, and these instructions were given to him.

11. Mr. Muller also reported that the recent proposal by the Executive Committee in regard to the holding

of $5000 of earnings on the motion picture entitled "OUR DAILY BREAD" as security against litigation, had been accepted by the owner of that motion picture.

12. Mr. Muller also reported that the Canadian corporation had declared a dividend of $250. per picture amounting to $25,000 in conformity with the instructions of the last meeting of the Executive Committee, and that he had received such money.

13. Mr. Muller also reported approximately relating to the financial statement of the consolidated balance sheet of the United Artists Corporation for the year ending December 31st, 1935. Copy of same is attached to these minutes.

14. A discussion was had relative to the Canadian 5% tax which was sought to be imposed on non-residents in respect to payments for the use of copyrights.

Mr. Muller reported that the corporation was withholding the sum in conformity with the law, from the owners of the motion pictures distributed in Canada and that a copy of a circular letter had been sent to each owner.

15. Mr. Burkan and Mr. O'Brien reported that they were still in correspondence with the solicitor in Toronto relative to advice and direction regarding this tax law.

16. Mr. Muller presented the weekly statement of bank balances of the United Artists Corporation for week ending January 6th, 1936, copy of which is attached to these minutes.

There being no further business before the meeting the same was upon motion duly made, adjourned.

Dennis F. O'Brien

~~EDWARD C. RAFFERTY.~~

Acting - SECRETARY.

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: January 6th, 1936.

CHASE NATL. BANK		
Balance from Previous Day	$ 384,923.14	
Deposits	28,915.63	
Withdrawals	171,332.58	
Balance Today		$242,506.19
NATIONAL CITY BANK		
Balance from Previous Day	115,167.46	
Deposits	14,224.97	
Withdrawals	3,572.53	
Balance Today		125,819.90
IRVING TRUST COMPANY		
Balance from Previous Day	8,929.50	
Deposits	6,070.50	
Withdrawals		
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,096,170.36	
Deposits	-	
Withdrawals	-	
Balance Today		1,096,170.36
GUARANTY TRUST COMPANY		
Balance from Previous Day	100,283.66	
Deposits	-	
Withdrawals	-	
Balance Today		100,283.66
DOMINION BANK		
Balance from Previous Day	30,989.58	
Deposits	7,607.98	
Withdrawals		
Balance Today		38,597.56
TOTAL BALANCE		$1,618,377.67

DEPOSITS FOR CURRENT WEEK

Domestic	178,101.10	
Domestic Foreign	4,288.15	
Foreign	91,758.77	
Total Deposits to Date	274,138.02	
Total Withdrawals This Week		$ 303,616.92

CASHIER _____ COMPTROLLER _____

COPY

January 10, 1936.

OPERATIONS
TWELVE MONTHS' TO DECEMBER 28,1935 (ESTIMATED)

	US& Canada	Great Britain	Other Foreign	Total
Operating Profit or Loss (after foreign income taxes)	**$ 119,000	$1,478,000.	$332,000	$1,691.000
Commissions From foreign offices to New York	1,088.000	*$ 925,000	*$163,000	
Expenses of New York Foreign Dept. net	*$ 159,000			*$ 159,000
Federal Income and Excess Profits Taxes	* $ 75,000			*$ 75,000
	$735,000.	$553,000	$169,000	$1,457,000.#

(*) Red Ink
(**) Red Ink; absorbs entire New York Home Office Expenses of which there might be allocated to foreign Department $129,000.

(#) Subject to deduction for amounts not yet determined with respect to the following.

E.Curt, Spanish Manager, Defalcation Maximum Loss	$40,000
M.Greenhill- Claim in connection with Formation of British Company, Probable settlement	10,000
A.Lichtman-Commission to be based on 1935 profits	
M.Silverstone- commissions to be based on certain profits after June 30,1935.	
De la Osa Galvez- Sub Agent Madrid-Defalcation Maximum loss	3,000
Write-off of probable loss on THE RETURN OF BULLDOG DRUMMOND	3,000
Adjustment of Continental European distribution terms from October 1st, 1935.	

TO: EXECUTIVE COMMITTEE MEETING

The premium dates on the Joseph M. Schenck life insurance policies run from January 24 to February 6. On the various premium dates we can surrender our policies and obtain the surrender value in cash or leave it on deposit with the various companies in which event they would pay guaranteed interest of 3% plus a participation in the excess earnings so that the deposits would average between 3.75% and 4%. According to the Ebenstein office these sums could then be withdrawn upon sixty days notice although the insurance companies usually waive that notice.

Our policies are as follows:

COMPANY	AMOUNT INSURED.	DATE OF POLICY	CASH SURRENDER VALUE
Massachusetts Mutual Life Ins.Co.	$ 55,000.	1/24/28	$10,607.30
Mutual Benefit Life Ins Co. of Newark	50,000.	1/28/28	9,643.00
Guardian Life Ins Co of America	20,000.	1/28/28	3,787.20
Prudential Insurance Co. of America	100,000.	1/28/28	18,100.00
Home Life Ins Co. of New York	25,000.0	1/30/28	4,781.25
National Life Ins.Co. of Montpelier	200,000.	2/ 4/28	38,572.00
Aetna Life Ins Co. of Hartford,Conn.	100,000.	2/ 4/28	16,700.00
Union Central Life Ins Co.Cinn.Ohio.	175,000.	2/ 6/28	32,000.00
	$725,000.		$134,390.75
Manhattan Life Ins. Co. of New York	75,000.	1/31/28	13,800.00
Missouri State Life Ins Co. St. L. (General American Life Ins.Co. Successors)	200,000.	2/4/28	35,400.00 (*)

(*) Loans and Liens..$29,477.71

The eight companies first listed above are specifically recommended by Best's life insurance reports. They are therefore considered first-grade companies. Manhattan Life Insurance Co. ofNew York is not specifically recommended although Mr. Ebenstein's representative believes it to be a good company.

The cash surrender value cannot be taken on the $200,000. Missouri State Life policies although, we understand, the policies would be paid in the event of death. This company was taken over by the state authorities in 1933 and reorganized. Against 50% of cash surrender value, a lien was imposed. The other 50% of cash surrender value can be borrowed against for payment of premiums. We did this for the 1934 and 1935 premiums and have enough cash surrender value left to continue the policies at the fubl amount for fifteen months more.

As an alternative we could convert the policies into paid up policies in the amount of $8,398. Upon the complete liquidation of the frozen assets we would no doubt be able to collect the cash surrender value of the paid up policies.

MEMORANDUM

TO: DENNIS F. O'BRIEN

FROM: T. NEWMAN LAWLER August 28, 1935.

IN RE: JOSEPH M. SCHENCK: LIFE INSURANCE POLICIES.

Before entering into a discussion of the tax point involved in your memorandum of August 27th, I wish to point out that it is my opinion that upon the death of Mr. Schenck the corporation can recover the entire face value of these policies, unless the contracts specifically provide that in the event of Mr. Schenck's resignation from the company, the corporation shall be only entitled to the cash surrender value of the policies. The cases hold that where a corporation insured the life of one of its officers validly, the mere fact that the officer may resign, thus destroying the insurable interest of the company, does not prevent the company from recovering the full face amount of the policy.

Rawls v. American Life Insurance Co.
36 Barb. 356, aff'd 27 N.Y.282;

Wurzburg v. New York Life Insurance Co.
140 Tenn.59; 203 S.W. 332;

West End Savings Bank v. Goodwin,
135 So.161 (Ala.1931)

Northwestern Mutual Life Insurance Co. v.
Conshocton Glass Co. 31 Ohio C C 665
aff'd 86 Ohio St.213, 99 N.E.299.

In respect to the tax question raised, it is my opinion that in the event United Artists Corporation suffers a loss because of the fact that the cash surrender value of the life insurance policies is less than the premiums paid, this loss would not be deductible for income tax purposes. Article 24-3 of Regulations 86, which exempts the proceeds of a business life insurance upon the death of an officer, does not, in my opinion, apply when the value of the policy is realized by a cash surrender.

Lucas v. Alexander, 279 U.S.573

The decided cases do not go so far as to hold that such a loss is not deductible, but merely content themselves on the ground that the corporation can prove no loss. This is based upon the theory that the difference between the cash surrender value of the policy and the premiums paid therefor represents the payment for the insurance coverage given by the insurance company.

In Keystone Consolidated Publishing Company, 26 B.T.A.1210, a corporation insured the lives of its officers. Upon their resignation from the company, the policies were sold to these officers at their cash surrender value. The excess of the premiums paid over the amount received upon the sale of the policies was claimed as a deduction from income. The Board of Tax Appeals, in denying this contention, stated:

> " It is petitioner's contention that the item of $7,123.56 is deductible either as a loss incurred in trade or business under section 214 (a) (4) of the Revenue Act of 1926, or as a loss sustained upon sale of property under section 204 (a) of the same act. Without passing upon petitioner's right to the deduction upon either ground, we sustain respondent for the reason that petitioner has failed to prove any loss. It is clear that its loss, if any, must be measured by the difference between the cost of the property sold and the selling price (section 204 (a), Revenue Act of 1926). Petitioner acquired the property which it later sold to the insured stockholders through the payment of premiums, but the total premiums paid did not represent the cost of the capital asset, as petitioner contends. To so hold would be to disregard the element of insurance protection in the period prior to the sale, the benefit of which accrued to petitioner.
>
> In Standard Brewing Co. 6 B.T.A. 980 , we considered this identical issue arising upon similar facts (except that there the policies were surrendered while here they were sold at cash surrender value) and that decision is determinative of the case at bar. We there said:
>
> To the extent that the premiums paid by the petitioner created in it a right to a surrender value, they constituted a capital investment. To the extent they exceeded the

"the surrender value, they constituted payment for earned insurance and were current expenses. Appeal of E.A.Armstrong, 1 B.T.A.296. The surrender value of the policy was the measure of the investment and upon the surrender there was no capital lost."

In Century Wood Preserving Company v. Commissioner 69 Fed. (2d) 967 (1934) the insuring company sold the policies to the retiring officers for the cash surrender value of the policies. The Court refused to allow the deduction stating:

"The cost of an asset is the real question here. It is obvious that cost is not the total amount paid in as premiums, since continuing insurance protection is part of the consideration for the contract. The part of the premiums which represents annual insurance protection has been earned and used. The other part of the premium is an investment built up as a reserve until the policy is matured or surrendered. If it is surrendered, the holder is entitled to the cash surrender value from the the insurer, or, roughly, the return of the equivalent of his investment after the cost of annual protection is deducted from the premiums.

The petitioner in this case made no effort to show the reserve carried by the insurer on these policies. But cost is approximately reflected by the cash surrender value of the policies. This was the value that the petitioner's affiliates received by selling the policies to their retiring officers, and consequently there were no gains nor losses resulting from the transaction."

A contrary rule is set up in the case of Forbes Lithograph Mfg Co. v. White, 42 Fed (2d) 287. In that case plaintiff had insured the lives of four of its officers. Upon their resignation, it surrendered the policies for their cash value and claimed the loss of $17,799.06 as a deduction. The Commissioner disallowed the deduction. The District Court sustained the deduction stating:

"The premiums paid were by the statute not deductible as business expense. The exact nature of premium payments on life insurance policies of this character is a question open to much refinement

"of discussion. It is not necessary to go into it, because in Lucas v. Alexander, 279 U.S.573, Ct. 426, 73 L.Ed. 851, 61 A.L.R. 906, the principle is adopted of setting up such an account by taking the total amount paid in on one side, and the total amount received when the transaction is closed out on the other side. This rule was there applied where the policies were closed out at a profit; it is equally applicable here where the policies were closed out at a loss."

This case was adversely criticized in both the Century case and the Keystone case, and in my opinion may be overruled. I am informed by the Commerce Clearing House that no appeal from the District Court was filed in this case as a settlement agreement was reached on the basis that the Government acquiesce in the District Court decision on the issue and that the taxpayer concede that the Court erred in holding that the taxpayer sustained a deductible loss on the surrender of insurance policies on the lives of its officers.

T.NEWMAN LAWLER

December 27th, 1935.

SUPPLEMENTAL MEMORANDUM

IN RE: LIFE INSURANCE POLICIES OF UNITED ARTISTS CORP. ON THE LIFE OF JOSEPH M. SCHENCK.

In London Shoe Co. Inc. vs. Commissioner decided December 9th, 1935 by the Circuit Court of Appeals for the Second Circuit, the court followed the Century Wood Preserving Case and expressly declined to follow the Forbes Lithograph Co. case.

Manton, C.J. dissented.

T.NEWMAN LAWLER

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

The stockholders of United Artists Corporation met in special session on Monday, January 13th, 1936, at the hour of 1:30 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that all stockholders except Alexander Korda, were present in person or represented by proxy.

The Vice-President announced that the meeting was competent to proceed, that waivers had been obtained to the meeting, and that the purpose of the meeting was to present the resignation of Mr. Robert Fairbanks as a Director.

The resolution was presented, and by unanimous vote accepted, and ordered filed in the minute book next succeeding these minutes.

Mr. Douglas Fairbanks was nominated a Director of the corporation; whereupon, upon motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that Mr. Douglas Fairbanks be, and he is hereby elected a Director of this corporation, to fill the vacancy created by the resignation of Mr. Robert Fairbanks.

There being no further business, the meeting adjourned.

Mary Pickford Fairbanks
Vice-President.

Attest:
Loyd Wright
Secretary.

WE, THE UNDERSIGNED, being all the owners of common stock of United Artists Corporation, do hereby consent to the holding of a special meeting of the stockholders of said United Artists Corporation, to be held at the Los Angeles office of said corporation, 1041 North Formosa Avenue, on the 13th day of January, 1936, and we approve the foregoing as a true and correct recitation of the proceedings had at said meeting.

Mary Pickford Santambo — Owner of 1000 shares.
The Pickford Corporation.

Charles Chaplin — Owner of 1000 shares.
Charles Chaplin.

Douglas Fairbanks — Owner of 1000 shares.
The Elton Corporation.

Samuel Goldwyn, Jr. — Owner of 1000 shares.
Samuel Goldwyn.

_____ — Owner of 1000 shares.
Alexander Korda.

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable sign above or preceding the address.

WESTERN UNION

(071)

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

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URGENT LLOYD WRIGHT=

111 WEST SEVENTH ST LOSA=

MANY THANKS YOUR CABLE TWENTY NINTH STOP AGREE RESOLUTION PASSED BY STOCKHOLDERS MEETING JANUARY THIRTEENTH KIND REGARDS=

ALEXANDER KORDA.

DUPLICATE OF TELEPHONED TELEGRAM

MINUTES IN TRANSIT

TELEGRAPH	DAY LETTER

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE

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DOUGLAS FAIRBANKS PICTURES CORPORATION

HOLLYWOOD, CALIFORNIA

December 19-1935

To the Vice-President of
the Board of Directors of
the United Artists Corporation,
1041 North Formosa Avenue,
Hollywood, California.

Dear Sir:

I hereby tender my resignation as a member of the Board of Directors of your corporation to take effect immediately.

Very truly yours,

R. P. FAIRBANKS

RPF-F

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

WAIVER.

WE, the undersigned, being the owners of all the common stock of United Artists Corporation, do hereby waive notice of a special meeting of the stockholders of said United Artists Corporation, to be held at 1041 North Formosa Avenue, Los Angeles, California, on the 14th day of January, 1936, at the hour of 1:30 o'clock P. M., and consent to the holding of the same for all purposes, and for the transaction of all business that may lawfully come before such meeting, and we do hereby approve the following as a true and correct recitation of the proceedings had at said meeting.

Mary Pickford - Owner of 1000 shares.
The Pickford Corporation.

Charles Chaplin - Owner of 1000 shares.
Charles Chaplin.

Douglas Fairbanks - Owner of 1000 shares.
The Elton Corporation.

Samuel Goldwyn - Owner of 1000 shares.
Samuel Goldwyn.

_____ - Owner of ____ shares.
Alexander Korda.

The stockholders of United Artists Corporation met in special session on Tuesday, January 14th, 1936, at the hour of 1:30 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that all stockholders except Alexander Korda and The Elton Company, were represented in person or by proxy.

There were present in person, Mary Pickford, Samuel Goldwyn, Douglas Fairbanks, and Charles Chaplin.

Whereupon, the Vice-President announced that the meeting was competent to proceed.

The Secretary presented the resignation of Dennis F. O'Brien, as a director of the corporation.

On motion of stockholder Pickford, seconded and unanimously carried, it was,

> RESOLVED, that the resignation of Dennis F. O'Brien, as a director of this corporation, be and the same is hereby accepted, effective immediately.

The Vice-President then stated that the next order of business should be the election of a Director, to fill the vacancy created by the resignation of Dennis F. O'Brien.

Whereupon, on motion duly made, seconded, and unanimously carried, it was,

> RESOLVED, that Guy Cary, of 55 Wall Street, New York, N. Y., be, and he is hereby elected a Director of this corporation, to fill the vacancy on the Board created by the resignation of Dennis F. O'Brien.

There being no further business, the meeting adjourned.

Mary Pickford.
Vice-President.

Attest:
Loyd Wright
Secretary.

MINUTES OF ADJOURNED SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION.

The adjourned special meeting of the Board of Directors of United Artists Corporation was held, pursuant to agreement, on January 14th, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Los Angeles, California, said meeting having been adjourned at the previous Board meeting held on January 3rd, 1936.

Upon roll call it was ascertained that Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks and Samuel Goldwyn were present.

The Secretary, Loyd Wright, and Leo F. Samuels were present during part of the time.

The Vice-President presented the resignation of Dennis F. O'Brien as a member of the Executive Committee, to take effect immediately, and upon motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that the resignation of Dennis F. O'Brien as a member of the Executive Committee be, and the same is hereby accepted, effective immediately.

The Vice-President then stated that the next order of business was the election of a member of the Executive Committee to take the place of Mr. O'Brien, who had resigned.

Upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that Guy Cary, of 55 Wall Street, New York, N. Y., be, and he is hereby elected a member of the Executive Committee of this corporation, to fill the vacancy created by the resignation of Dennis F. O'Brien.

Whereupon, the Secretary was instructed to write to Mr. Dennis F. O'Brien and express the appreciation of each and every member of the Board, for his long, loyal and faithful services rendered the corporation in the capacities from which he had just resigned, and to express their regret that circumstances necessitated the change.

The Vice-President announced that the resignation of Cap. Dennis F. O'Brien as a Director of the corporation had been presented at the special meeting of the stockholders held just preceding this Director's meeting, and that Mr. Guy Cary had been elected by the stockholders to serve as a Director to fill the vacancy on the Board, created by the resignation of Cap. O'Brien.

Attention of the Board was directed to resolutions adopted at the meeting of the Board on November 2nd, 1935, under the heading: "REVISED TERMS FOR DISTRIBUTION IN FOREIGN TERRITORIES."

After discussion, it was moved, seconded and unanimously carried as follows:

RESOLVED, that in the territories hereinafter in this resolution set forth, and affecting photoplays released in said territories from and after the release of the photoplay "DARK ANGEL", the distribution charges to be made by this corporation be revised to, and shall be fixed at the following:

REVISED TERMS
FOR DISTRIBUTION IN FOREIGN TERRITORIES.

1 - Europe - Direct Exchanges.

(A) Dubbed Versions.
Dubbing to be mutually agreed upon by producer and United Artists.

	Producer	UA
Terms - Revenue	75	25
Charges: dubbing, prints, etc.	100	-

(B) Superimposed Versions

Terms		
Revenue	62½	37½
Charges: superimposition, prints, etc.	100	-

2 - Europe - License Agency Territories

(A) Where currency not blocked (Norway Finland, Holland, Austria, Italy, Greece, Turkey, Poland, Portugal, Egypt.)

Dubbed and/or Superimposed Versions. That charges shall be first deducted from the gross, and the net, after deducting said charges, split equally between Producer and U. A. Also that if licensee's share is less than 50% United Artists to receive the difference.

(B) Where currency blocked.
That United Artists shall endeavor to sell outright where possible. In that event Producer will get 95% and United Artists 5%.

3 - South American territory (Brazil, Argentine, Colombia, Cristobal)

Terms to remain the same, i. e.,		
Revenue	50	50
Charges: Prints, duties, etc.	50	50

4 - Mexico, Puerto Rico & Havana.

Terms to remain the same, i. e.,		
Revenue	60	40
Charges: Prints, duties, etc.	60	40

5 - Far East except Australasia.

Terms to remain the same, i. e.,	Producer	UA
Revenue	60	40
Charges: Prints, duties, etc.	60	40

6 - Australasia.

Formerly a 50-50 territory,

Revenue,	62½	37½
Charges: Duties, prints above 6,	62½	37½
First 6 prints,	100	

B e i t f u r t h e r,

RESOLVED, that the commissions payable to the New York office, sometimes referred to as the Delaware commissions, or the Malevinsky commissions, be changed to the following:

France	5
Belgium	8
Switzerland	8
Czecho.	8
Denmark	8
Sweden	8
Spain	Nil

B e i t f u r t h e r,

RESOLVED, that the officers and employees of this corporation cause the necessary contracts to be drawn, giving effect to any and all changes embodied in the foregoing resolutions.

B e i t f u r t h e r,

RESOLVED, that all minutes of meetings of the Board or Stockholders of this corporation, particularly the minutes of the Board meeting of November 2nd, 1935, which are in conflict herewith, be and the same are hereby cancelled, rescinded and annulled.

The Secretary presented to the Board, communications from the counsel for the company in New York, relative to the disposition of life insurance on the life of Mr. Joseph Schenck, in which this company is beneficiary, and after discussion it was moved, seconded and unanimously carried, as follows:

RESOLVED, that unless Twentieth Century-Fox Film Corporation desires to purchase said contracts of insurance upon terms greater than the cash surrender value thereof, the officers of this corporation are instructed to surrender the policies of insurance on the life of Mr. Joseph Schenck, obtain the surrender value, and leave the cash value thereof on deposit with the various companies on a guaranteed percentage participating basis.

B e i t f u r t h e r,

RESOLVED, that the officers and employees of this corporation be, and are hereby instructed, empowered, authorized and directed to do any and all things necessary to accomplish the foregoing purpose.

There being no further business to come before the Board, the meeting adjourned.

Mary Pickford.
Vice-President.

Attest:
Loyd Wright.
Secretary.

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

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WESTERN UNION

(531)

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — DH — J. C. WILLEVER, FIRST VICE-PRESIDENT

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LOYD WRIGHT
1125 BOARD OF TRADE BLDG

AGREE MINUTES STOCKHOLDERS MEETING JANUARY 14TH ACCEPT OBRIENS RESIGNATION AS DIRECTOR AND ELECTING CARY= KORDA.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION.

The Board of Directors of United Artists Corporation met in special session at the hour of 2:30 o'clock P. M., on January 23rd, 1936, at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that Directors Mary Pickford, Charles Chaplin, Samuel Goldwyn and Douglas Fairbanks were present. There were also present, Loyd Wright, Secretary of the corporation, and Leo F. Samuels.

Various cables and matters were presented to the Board, but the same did not require Board action.

The Vice-President presented to the Board a cable from Director Korda, relative to the results of the gross of his pictures in France, and the condition there. The matter was discussed at some length, in detail. After this discussion it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that Mr. Goldwyn wire Mr. Korda, or Mr. Silverstone to convey the message to Mr. Korda, that the Board regrets that Mr. Korda is not satisfied, and that the Board would appreciate the matter being held in abeyance until Mr. Goldwyn makes a contemplated visit to London, at which time he can discuss it personally with Mr. Korda.

The Vice-President presented to the Board a communication from Mr. Silverstone, outlining the elements of a proposed deal with Schach in London. It was the consensus of the Board that the company should proceed and consummate the deal as outlined,

and Mr. Silverstone was instructed to carry on negotiations, and submit to the Board contract for final action and approval.

There being no further business, the meeting adjourned.

Mary Pickford Fairbanks
Vice-President.

Attest:

Loyd Wright
Secretary.

WAIVER AND CONSENT.

WE, THE UNDERSIGNED, being and constituting all of the Directors of the United Artists Corporation, do hereby consent to the special meeting of the Board of Directors, held on January 23rd, 1936, at the United Artists Studios, 1041 North Formosa Avenue, Hollywood, California, and each of the undersigned ratifies, approves and confirms the foregoing minutes and adopts the same as a true and correct recitation of the proceedings had at said meeting.

James A. Mulvaf

Mary Pickford Fairbanks
[illegible]
Douglas Fairbanks
Charles Chaplin
Edward C. Rafferty
Guy Cabot
Nathan Burkan

January 24th, 1936

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK, ON THE 24TH DAY OF JANUARY, 1936

The regular meeting of the Executive Committee of the United Artists Corporation was held on the 24th day of January, 1936, at 10:30 o'clock in the afternoon, at the offices of the corporation, to wit, 729 Seventh Avenue, New York City, pursuant to regularly called meeting.

There were present:

NATHAN BURKAN
JAMES MULVEY
EDWARD C. RAFTERY

all members of the Executive Committee.

There were also present:

Emanuel Silverstone
(representing Alexander Korda)
Arthur W. Kelly
(Vice-President of the corporation)
Harry D. Buckley
(Vice-President of the corporation)

and for part of the meeting:

Harry Muller
(Ass't Secretary and Treasurer of the corporation)

1. Mr. Raftery presented the following matters to the meeting:

1. Mr. Raftery stated that he had received word from the secretary of the corporation that the resignation of Dennis F. O'Brien as a director and member of the Executive Committee had been accepted at the meeting of the Directors held on the 14th day of January, 1936.

2. Mr. Raftery presented to the meeting a copy of a resolution of the Board of Directors regarding a change in distribution terms which the directors recommend should take effect as of the photoplay "Dark Angel". There were certain ambiguities in the resolution and Mr. Raftery was directed to take the matter up with Loyd Wright, who in turn should confer with the Directors.

3. Mr. Raftery presented to the meeting the resolution of the Directors regarding the insurance on the life of Joseph M. Schenck. After a full discussion, Mr. Buckley was directed to take the matter up with 20th Century Fox and see what arrangements, if any, could be made with this company for the sale of said insurance policies.

4. Mr. Raftery then reported that he had received a copy of the resolution of the Board of Directors authorizing an advertising appropriation of $55,000. for the photoplay "Strike Me Pink".

5. Mr. Raftery then asked the approval of the meeting for the payment of the following bills:

(a) Bill of Bausman, Oldham, Cohen & Jarvis in the Washington Compensating Tax case, United Artists Corporation's share of which is $21.49.

(b) Bill of May, Meyer, Austrian and Platt for the Public and Astor cases in Chicago, United Artists Corporation's share of which is $241.51.

(c) Bill of Colquitt, MacDougald, Troutman & Arkwright in the Hutchinson case in Atlanta, United Artists Corporation's share of which is $92.57.

(d) Bill of Sonenchein, Berkson, Lautmann, Levinson & Morse, in the case of Hart against United Artists Corporation, United Artists Corporation's share of which is $28.

Upon motion duly made and seconded, said bills were approved and directed to be paid.

6. Mr. Raftery then recommended that United Artists Corporation should send a check for $2375. to the order of George Borthwick Special Legal Account, representing United Artists Corporation's share of a call made on the 20th day of November, 1935 for funds for the special legal account of the Law Committee of the Motion Picture Producers and Distributors of America. He reported that every company had paid its share of the call with the exception of United Artists Corporation. These funds are used to pay lawyers' fees, settle cases, etc., to which the United Artists Corporation, as a member of the industry, is either a party or directly interested.

It was moved and seconded that the United Artists Corporation make its contribution to this fund in the sum of $2375.

7. Mr. Burkan then read to the meeting a letter received from Sir Connop Guthrie.

On motion made and seconded, it was RESOLVED that the letter should be spread upon the minutes of this meeting.

"Mayfair 8860.
Telegrams: Claridges, London

CLARIDGES
BROOK STREET, W.7

Dear Mr. Silverstone,

I should be glad if you would kindly accept and convey to the Executive Committee of United Artists Corporation my grateful thanks for their charming telegram safely received.

I much appreciate their kindly thought of me and for their having adopted a unanimous resolution in my favour.

I hope, before long, to have an opportunity of thanking you all in person.

Yours sincerely,

(Signed) CONNOP GUTHRIE

E. Silverstone, Esq."

8. Mr. Buckley then asked authority to loan Gregory Dickson the sum of $150.00, which loan was to be repaid at the rate of $25. a week. Authority was so given.

9. Mr. Buckley then presented a bill received from the Pickford Corporation in the sum of $1013, representing the expenses incurred by Miss Pickford in returning to California from New York on the 6th day of October, 1935, and then returning to New York on the 15th of October, which trip was necessitated by company business. The bill was approved and directed paid.

10. Mr. Buckley then reported that he had concluded negotiations with the landlord of the New York Exchange for a new lease at $9500. per annum; that he could have either a three or a five year term. It was recommended by the Executive Committee that Mr. Buckley try to secure a three year lease with an option of an additional two years, failing in which he could make a five year lease.

11. Mr. Buckley then reported that the Directors had authorized the corporation to prepare a twenty-four page institutional insert, and that he expected to expend about $50,000. on this publicity.

12. Mr. Buckley asked authority to execute a proposed lease of the Majestic Theatre, Boston, Massachusetts, for the exhibition of the Chaplin picture, said lease to commence about February 14th, at a rental of $1500. per week, and continue for the run of the picture. Authority was so given.

13. Mr. Silverstone then asked if the corporation had a copy of the distribution agreement for "Moscow Nights". The answer being in the negative, Mr. Raftery was directed to write to London and secure a duplicate original for the records of the corporation.

14. Mr. Kelly then asked for authority to loan Mr. Moe Streimer the sum of $500, to be repaid at the rate of $50. per week. Mr. Streimer has been very ill and has been ordered to a warmer climate by his physician. He has been with the company since the company first started business, occupying the very important position of manager of the New York Exchange. Authority was so given.

15. Mr. Kelly then presented to the meeting a copy of the Force Majeure provision which he had received from the Hays organization for insertion in all exhibition contracts in foreign countries. The clause was discussed and all felt it was an excellent provision and should be inserted in all of our foreign contracts. Mr. Raftery was directed to send copies of the provision to all producers, using the facilities of the United Artists Corporation for distribution, and was further directed to send a copy to Mr. Guedalla and to Mr. Silverstone.

16. Mr. Kelly then reported that he had concluded negotiations for a contract for "Modern Times" in South Africa.

17. Mr. Kelly then gave a report on the conditions in Mexico. While in the progress of his report, he was interrupted by a long distance telephone call from Mexico City. After the telephone conversation with our Mexican representatives, Mr. Kelly reported that the Government was unwilling to make a fair adjustment of the labor situation or of the tax situation, and it looked as though all of the distributors were going to cease doing business in Mexico.

18. Mr. Kelly then reported concerning the Java situation. He stated that the proposed contract had been received from the Oriental Distributing Corporation, but that he had received cable advice from Mr. O'Donnor of India that the contract was not acceptable and that our solicitors in India were preparing another draft of the contract which he would endeavor to have signed by Mr. Samuels of Oriental Distributing Corporation and forward to us for our consideration.

19. Mr. Kelly then reported that he had received word from Mr. Silverstone that Mr. Silverstone had made an agreement with the producers of an original French talking picture entitled "Golem" for distribution in France, Belgium, North Africa, Indo-China, Haiti, and the French and Belgian colonies, dependencies, and mandate territories, except Syria and French and Belgian ships at sea, with an advance payment of 750,000 francs.

20. Mr. Kelly also reported that he had received word from Mr. Maurice Silverstone that an agreement had been made between Ideal Motion Pictures of Cairo and United Artists Export Limited for the Egyptian distribution of "Dark Angel", "Barbary Coast", "Red Salute", "Melody" and "Splendor".

20. Mr. Muller then entered the meeting and reported on the following matters:

Executive Committee

On January 13th, London requested authority to sell £75,000. With the acquiescence of Messrs. Mulvey, Burkan and Dennis O'Brien we cabled authority. On January 15th they advised that they had sold £75,000 at the rate of 4.96 1/8.

English Dividend

Mr. Goldwyn received a cable from Mr. M. Silverstone advising of the declaration of a dividend of £75,000 less tax of £16,875, making a net sum of £58,125 which was converted into $286,574.00. This check left London January 8th and was received here January 20, 1936.

As suggested at the meeting of the Executive Committee on January 3rd, I wrote to Mr. Loyd Wright concerning personal property taxes on our lage California bank account. After consultation with Dr. Giannini he advises that we withdraw our funds on or about February 15th and return them in the latter part of March or in April. Mr. Lawler concurs in the opinion of Mr. Wright.

Audits Continental Europe

At the meeting of the Executive Committee held on January 3rd, 1936, it was suggested that Price, Waterhouse & Co. should visit the various subsidiaries in Continental Europe to make surprise audits. Because of the fact that Mr. Silverstone has his own auditors who travel through Continental Europe, it was decided to leave this matter up to him. He now advises that he does not believe these local audits of Price, Waterhouse and Co. necessary for three reasons -

(a) The system of control which they carry out in London.

(b) The audit work is a special type of investigation for which our own men are better suited.

(c) One of our men can spend several weeksin a territory and make a really through examination which Price, Waterhouse could not afford to do because of their charge of Frs. 600 to frs. 700 per day per man.

Cuba

We received a report from Mr. S.L. Feidelman, our Mexican Manager who was sent to Cuba to investigate the irregularities of the Havana Office. He advises that the defalcation of Mrs. de Castro will not exceed $700. He also states that Mr. Weiner, our Cuban manager, knew something about the situation but was guilty only of extreme neglect in not reporting it to the Home Office. Mr. Weiner would not admit that he had any idea of what had been going on.

Price, Waterhouse & Co. advise that the defalcation appears to be some $600. to $700. although they have not completed their investigation. They also state that the local manager knew of at least one of the customers' accounts being wrong.

Mr. Kelly states that he is going to remove Weiner as soon as he gets a competent manager.

21. Mr. Muller also presented to the meeting the cash balance statements of January 13th, 1936 and January 20th, 1936, copies of which are annexed hereto.

22. Mr. Muller also presented the weekly operating reports for the weeks ending January 4th, January 11th, and January 18th, 1936, and copies of the cable reports for the weeks ending January 4th and January 11th, stating that copies of all these reports had been mailed to the producer-stockholders.

23. Mr. Muller also presented a ten months profit and loss statement of the corporation and its subsidiaries, stating that copies had been mailed to all producer-stockholders.

There being no further business, the meeting was duly adjourned.

Edward D. Raftery, Secy

EDR:HP

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: January 13th, 1936.

CHASE NATL. BANK		
Balance from Previous Day	$ 541,108.20	
Deposits	42,972.87	
Withdrawals	182,847.62	
Balance Today		$ 311,233.45
NATIONAL CITY BANK		
Balance from Previous Day	100,302.37	
Deposits	-0-	
Withdrawals	-0-	
Balance Today		100,302.37
IRVING TRUST COMPANY		
Balance from Previous Day	8,854.50	
Deposits	-0-	
Withdrawals	-0-	
Balance Today		8,854.50
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,125,260.80	
Deposits	-0-	
Withdrawals	3,911.78	
Balance Today		1,121,349.02
GUARANTY TRUST COMPANY		
Balance from Previous Day	102,683.66	
Deposits	2,400.00	
Withdrawals	-0-	
Balance Today		105,083.66
DOMINION BANK		
Balance from Previous Day	17,095.71	
Deposits	-0-	
Withdrawals	-0-	
Balance Today		17,095.71
TOTAL BALANCE		$1,663,918.71

DEPOSITS FOR CURRENT WEEK

Domestic	$ 335,134.63	
Domestic Foreign	3,291.10	
Foreign	152,026.64	
Total Deposits to Date	490,452.37	
Total Withdrawals This Week		$ 444,911.33

CASHIER _____ COMPTROLLER _____

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: January 20th, 1936

CHASE NATL. BANK		
Balance from Previous Day	$ 407,294.06	
Deposits	24,362.33	
Withdrawals	135,164.41	
Balance Today		$ 296,491.98
NATIONAL CITY BANK		
Balance from Previous Day	106,497.88	
Deposits	25,401.48	
Withdrawals	3,828.69	
Balance Today		128,070.67
IRVING TRUST COMPANY		
Balance from Previous Day	8,989.50	
Deposits	6,010.50	
Withdrawals	-o-	
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,221,112.17	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		1,221,112.17
GUARANTY TRUST COMPANY		
Balance from Previous Day	105,083.66	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		105,083.66
DOMINION BANK		
Balance from Previous Day	19,122.59	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		19,122.59
TOTAL BALANCE		$ 1,784,881.07

DEPOSITS FOR CURRENT WEEK

Domestic	$ 304,535.85	
Domestic Foreign	2,142.35	
Foreign	156,868.39	
Total Deposits to Date	$ 463,546.59	
Total Withdrawals This Week		$ 342,584.23

CASHIER _____ COMPTROLLER _____

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

UNITED ARTISTS CORPORATION.

The Board of Directors of United Artists Corporation met in special session, pursuant to call issued by the Secretary, at the instructions of the Vice-President, all as provided for in the By-Laws, at 12:00 o'clock noon, on Thursday, February 6th, 1936, at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks and Samuel Goldwyn were present. Director Mulvey was present part of the time. There were also present Loyd Wright, Secretary, and Leo F. Samuels.

Vice-President Mary Pickford assumed the chair, and announced that the meeting had been regularly called, a quorum was present, and the meeting was competent to proceed.

The Chairman announced that the first matter to come before the Board was a discussion and some action on the revised terms for distribution in foreign territories, insofar as the same dealt with distribution of the product of the corporation in licensed agency territories.

After considerable discussion it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that United Artists Corporation shall, in countries of Continental Europe, Northern Africa, Scandinavia and the Balkan States, where it does not maintain its own brahches or exchanges, sublicense the distribution of the product of this corporation through licensed agencies, subject, however, to submission of such license agreements to producers in New York for such producers' approval or rejection.

B e i t f u r t h e r,

RESOLVED, that the gross receipts from the distribution of photoplays through licensed agencies, shall be divided as follows:

The agency shall deduct from the gross, its agreed percentage, including its agreed share of dubbing, prints, duties, and other costs, United Artists Corporation or its subsidiary corporation, shall receive ten (10%) per cent of the gross, less ten (10%) per cent of the dubbing, prints, duties, and other costs, and the producer shall receive the balance; provided, however, in no event shall the producer receive less than fifty (50%) per cent of the gross, less its proportionate share of the agreed deductions.

B e i t f u r t h e r,

RESOLVED, that the officers, agents and employees of this corporation be, and they are hereby directed to cause amendments and/or contracts to be drawn, giving effect to the foregoing.

B e i t f u r t h e r,

RESOLVED, that the foregoing resolutions are effective commencing with the distribution of the photoplay DARK ANGEL, and shall be applicable to all feature photoplays thereafter made, and until further order of the Board of Directors.

B e i t f u r t h e r,

RESOLVED, that all minutes of this Board of Directors in conflict herewith be, and the same are hereby cancelled, rescinded and annulled, insofar as the same conflict herewith.

The Secretary read to the meeting a telegram from Arthur W. Kelly, wherein it was reported that the Disney Company, in its negotiations for a new contract with United Artists Corporation had demanded certain restrictions regarding television rights. During the course of the meeting and of the discussion of this matter, Mr. Kelly was called on the telephone, and instructed that under no circumstances was he to negotiate or close the Disney contract unless full television rights were granted United

Artists Corporation.

It was moved, seconded and unanimously carried as follows:

RESOLVED, that a dividend of $50.00 per share be paid on February 28, 1936, to stockholders of record as of February 6, 1936.

There being no further business, the meeting adjourned.

Mary Pickford.
Vice-President.

Attest:

Loyd Wright.
Secretary.

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

UNITED ARTISTS CORPORATION.

The Board of Directors of United Artists Corporation met in special session, pursuant to call issued by the Secretary, at the instructions of the Vice-President, all as provided for in the By-Laws, at the hour of 2:30 o'clock P. M., on Friday, February 14th, 1936, at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks, Samuel Goldwyn and Mr. Mulvey were present. There were also present the Secretary, Loyd Wright; also Mr. Abraham Lehr and Mr. Leo F. Samuels.

The Chairman announced that the first matter to come before the Board was the proposition of the contract with Mr. Arthur Kelly. After considerable discussion it was moved, seconded and unanimously carried as follows:

> RESOLVED, that Mr. Goldwyn be, and he is hereby authorized on behalf of this corporation, to negotiate and consummate a contract with Arthur Kelly, which contract shall endure for a period of two years, the term thereof to commence at the expiration of his contract just expired, at the compensation of $1,250.00 per week, and that said contract shall not designate any specific duties to be performed by Mr. Kelly, but shall provide that he will perform such duties as are assigned him by the Board of Directors.

The next matter discussed by the Board was the proposed contract with Douglas Fairbanks, Jr., for the release of four

photoplays by this corporation.

Whereupon, it was moved, seconded and unanimously carried as follows:

RESOLVED, that this corporation and/or its subsidiary corporation, enter into a contract with Douglas Fairbanks, Jr., and his associates, for the distribution of four photoplays, two of which shall be distributed in world-wide territory, and two of which shall be distributed in all territories in the world except the United States and Canada; provided, however, that the United Artists Corporation shall have the option to distribute all of said pictures in the United States and Canada; said photoplays to be delivered at the rate of not less than one a year, from the date of the execution of the contract, and said contract to contain similar terms, covenants and conditions as the contract relating to the photoplay entitled "AMATEUR GENTLEMAN."

B e i t f u r t h e r,

RESOLVED, that said contract shall contain an option giving United Artists the right and privilege to distribute any photoplay produced within two years after the expiration of the above mentioned contract, by said Douglas Fairbanks, Jr., and his associates.

B e i t f u r t h e r,

RESOLVED, that each of the said photoplays to be produced by the said Douglas Fairbanks, Jr., and his associates, shall cost approximately £100,000 for production.

The next matter presented to the Board was the advertising budget of the picture of Selznick International Pictures, Inc., entitled "LITTLE LORD FAUNTLEROY". The Chairman explained that the budget was now fixed at $68,000.00; that this amount was agreed to by Mr. Selznick, and recommended by the United Artists Advertising Department.

After considerable discussion, it was moved, seconded and unanimously carried as follows:

RESOLVED, that when the expenditure for advertising relative to any feature photoplay released by this corporation, commencing with the photoplay entitled "LITTLE LORD FAUNTLEROY", (until further order of this Board of Directors), exceeds the sum of $40,000.00, that all excess over and above $40,000.00 shall be borne by the producer, unless such photoplay grosses in the United States and Canada $700,000.00 or more, in which event the excess over $40,000.00 spent in advertising shall be borne 75% by the producer, and 25% by United Artists Corporation. but not to exceed $70,000.00

B e i t f u r t h e r,

RESOLVED, that the foregoing resolution does not apply to trade paper advertising.

B e i t f u r t h e r,

RESOLVED, that the officers, agents and employees and attorneys for this corporation cause proper amendments to be drawn to contracts existing, giving effect to the foregoing.

The next matter presented to the Board, was the proposed transaction between Walter Wanger and this corporation.

Whereupon, the following proceedings were had with reference thereto:

The Chairman announced that negotiations had been carried on with Walter Wanger, which negotiations had been successfully consummated along the following basis:

United Artists Corporation, Mary Pickford, Douglas Fairbanks, Charles Chaplin, Nathan Burkan, and Samuel Goldwyn had agreed to purchase $1,000,000.00 of the preferred stock of a corporation to be organized under the name of WALTER WANGER PRODUCTIONS, INC., or a similar name. Among other characteristics, the preferred stock was to be cumulative as to dividends to the extent of 6% per annum. That 75% of the common stock was to be issued to the purchasers of the preferred stock, and 25% of the common stock was to be issued to Mr. Wanger. That said corporation was to have a Board of three Directors - one of which is to be elected by the common stock owned by Mr. Wanger. The other two elected by the common stock owned by the purchasers of the preferred stock. The corporation to be formed shall enter

into a contract with Walter Wanger pursuant to the terms of which Mr. Wanger for a period of five years contracts his exclusive services as an Executive Producer, to actually produce the photoplays to be made by said corporation, at a salary of $2500.00 per week. The new company to be organized, and Walter Wanger personally, to sign a contract with United Artists Corporation for the distribution of all photoplays made by said new company and/or Walter Wanger, which contract shall be for a period of ten (10) years. Said contract shall have the same terms of distribution as stockholder producers' and shall contain the same clauses and provisions. The Walter Wanger corporation to be organized, will have an option to extend the contract of Walter Wanger for an additional five years, upon terms to be mutually agreed upon. The distribution contract will provide that if the option for the services of Mr. Wanger for the additional five years is not exercised, that he shall after the first five years, be released from his personal commitment on the distribution contract.

The Chairman explained that the details would have to be worked out between counsel representing the corporation and Mr. Wanger; whereupon it was moved, seconded and unanimously carried as follows:

RESOLVED, that the officers, agents and employees of this corporation be, and they are hereby instructed to immediately proceed with preparing the necessary legal documents to consummate the foregoing transaction. Mr. Wanger was called into the Board meeting during the discussion of the foregoing, and at the time the foregoing resolution was presented and adopted, and expressed his appreciation of the fact that an agreement had been arrived at, and stated that he would instruct his attorneys to immediately consult with attorneys representing the corporation, to the end that final documents would be prepared and signed without unnecessary delay.

There being no further business, the meeting adjourned.

Mary Pickford.
Vice-President.

Attest:

Loyd Wright
Secretary.

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

WAIVER:

We, the undersigned, being the owners of all the common stock of United Artists Corporation, do hereby waive notice of a special meeting of the stockholders of said United Artists Corporation, to be held at 1041 North Formosa Avenue, Los Angeles, California, on the 14th day of February, 1936, at the hour of 4:30 o'clock P. M., and consent to the holding of the same for all purposes and for the transaction of all business that may lawfully come before such meeting, and we do hereby approve the following as a true and correct recitation of the proceedings had at said meeting:

The stockholders of United Artists Corporation met in special session on Friday, February 14th, 1936, at the hour of 4:30 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that all stockholders except Alexander Korda, were represented in person or by proxy.

There were present in person, Mary Pickford, Samuel Goldwyn, Charles Chaplin. Douglas Fairbanks was present by proxy, representing The Elton Company.

The Vice-President announced that the meeting was competent to proceed.

The Secretary presented the resignation of Samuel Goldwyn as a director of the corporation.

On motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the resignation of Samuel Goldwyn as a director of this corporation be, and the same is hereby accepted, effective immediately.

The Chairman announced that the next order of business should be the election of a director to fill the vacancy created by the resignation of Samuel Goldwyn.

Whereupon, it was moved by stockholder Goldwyn, seconded and unanimously carried as follows:

RESOLVED, that Abraham Lehr be, and he is hereby elected a director of this corporation, to fill the vacancy on the Board created by the resignation of Samuel Goldwyn.

There being no further business, the meeting adjourned.

Mary Pickford
Vice-President.

Attest:
Loyd Wright
Secretary.

Mary Pickford
The Pickford Corporation - Owner of 1000 shares.

Charles Chaplin - Owner of 1000 shares.

The Elton Company - Owner of 1000 shares.

Samuel Goldwyn - Owner of 1000 shares.

Alexander Korda. - Owner of 1000 shares.

Los Angeles, California,

February 14th, 1936.

To the Stockholders of
United Artists Corporation,
Los Angeles, California.

Gentlemen:-

I hereby tender my resignation as a Director of your company, the same to take effect immediately.

Very truly yours,

Samuel Goldwyn.

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable sign above or preceding the address.

WESTERN UNION (50)

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

SIGNS

DL = Day Letter	
NM = Night Message	
NL = Night Letter	
LC = Deferred Cable	
NLT = Cable Night Letter	
Ship Radiogram	

The filing time shown in the date line on telegrams and day letters is Standard Time at point of origin. Time of receipt is Standard Time at point of destination.

Received at Main Office, 608-610 South Spring St., Los Angeles, Calif. Always Open 1936 FEB 25 AM 10 53

CDU287 CABLE LONDON 16 25 549P

LC WRIGHTLAW= LOYD WRIGHT

LOSA= 1125 BOARD OF TRADE BLDG

MINUTES IN TRANSIT

FULL-RATE	DAY LETTER

CONSENT ELECTION ABRAHAM LEHR TO FILL VACANCY CREATED BY GOLDWYNS ABSENCE=

ALEXANDER KORDA.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE

Telegrams: Londofilm Telex Denham Cablegrams: Londofilm Denham
Telephone: Denham 2345

LONDON FILM

LONDON FILM PRODUCTIONS LIMITED
DENHAM UXBRIDGE MIDDLESEX

★

Directors:
Alexander Korda (Hungarian), Chairman and Managing Director.
Sir Connop Guthrie, Bart., K.B.E.,
H. A. Holmes, Edward Stevinson, John Richard Sutro,
C. Holmes Brand.

★

8th July 1936

RECEIVED
JUL 20 1936
LOYD WRIGHT'S OFFICE

Mr. Loyd Wright,
Board of Trade Building,
111, West Seventh Street,
LOS ANGELES.
California.

Dear Mr. Loyd Wright,

Stockholders Meeting :
UNITED ARTISTS CORPORATION.

I herewith approve the Minutes of the Stockholders' Meeting held on February 14th 1936.

Yours sincerely,

ALEXANDER KORDA.

ECR:DB

February 21st, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK ON THE 21ST DAY OF FEBRUARY, 1936.

- - - - - - - - - - - - -

The regular meeting of the Executive Committee of the United Artists Corporation was held on the 21st day of February, 1936, at 1 P.M. in the afternoon, at the offices of the corporation, to wit, 729 Seventh Avenue, New York City, pursuant to regularly called meeting.

There were present:

NATHAN BURKAN
JAMES MULVEY
GUY CARY
EDWARD C. RAFTERY

all members of the Executive Committee.

There were also present:

DENNIS F. O'BRIEN
(General Counsel of the Corporation)
EMANUEL SILVERSTONE
(representing Alexander Korda)
ARTHUR W. KELLY
(Vice-President of the corporation)
HARRY D. BUCKLEY
(Vice-President of the corporation)

and for part of the meeting:

HARRY MULLER
(Asst Secretary and Treasurer of the corporation).

Mr. Raftery acted as Secretary of the meeting and Mr. Burkan acted as Chairman.

1. Mr. Raftery asked for authority of the Committee to pay the bill of George Borthwick, Special Legal Account in the sum of $67.95 for United Artists Corporation share of the bill of Hodges, Wilson & Vidal. This is the case of General Theatres, Inc. vs. Metro. etc. which arose during the existence of the code and which has been discontinued.

2. Mr. Raftery asked for authority of the Committee to pay to the order of George Borthwick, Special Legal Account the sum of $50.79 for United Artists Corporation share of the bill of Miller, Mack, & Fairchild. This was the case brought by World Theatres vs. Fox Film in Milwaukee, and dismissed.

3. Mr. Raftery then presented to the meeting a copy of certified resolution that was delivered to the First National Bank of Boston in connection with the opening of bank accounts for the engagement of the Chaplin Picture. A copy of this resolution is attached hereto. Mr. Raftery asked approval of the Committee as to the form and substance of the resolution, which approval was duly given.

4. Mr. Raftery then made a report regarding the case commenced in New Haven, Conn. by Vuono Operating Co. vs United Artists Corporation, seeking a mandatory injunction compelling delivery of a print of the Chaplin picture for exhibition in Stamford, Conn. February 14, 1936; that a representative of O'Brien, Driscoll & Raftery had attended a conference Lincoln's birthday in New Haven, Conn. and engaged counsel to represent us at the hearing which was held on the 15th day of February, 1935; that after a full and complete hearing the injunction was denied.

A bill was rendered by the New Haven counsel in the sum of $ 350.00 with disbursements of $ 10.11 . The bill was approved and payment directed.

5. Mr. Raftery then made a full and complete report on the condition of the Sales Tax Case as well as the cases commenced by the exhibitors that had to do with the City Sales Tax.

6. Mr. Arthur W. Kelly then reported to the meeting that in MEXICO business is being resumed and that all disputes regarding labor, etc. had been settled and adjusted.

7. Mr. Kelly then reported that he had entered into an arrangement with Miss Hilda Llodio to act as Treasurer and Assistant to the Manager of the Havana, Cuba, exchange for a period of two months commencing

February 12th, 1936, at a weekly salary of $75. per week and $10.00 per week for expenses.

8. Mr. Kelly then reported that he had received the following telegram from H. M. Goetz, Culver City, California, dated February 19,1936:

"Dear Arthur from present indications it would not be wise or practical to start production of Mohicans before last week in April due mainly to uncertainty of weather necessary for numerous exteriors stop figuring the normal twelve weeks between the start and finish of a picture which includes preparation and final cutting the picture should be ready for release the first week in July stop if there is any change in this will advise you before my departure which I expect will be within next week or ten days regards."

9. Mr. Kelly then reported regarding the fire at the British & Dominion Film Productions Ltd Studio and stated that he had cabled the condolences of the corporation and had received in return a cable thanking the corporation for its interest.

10. Mr. Kelly then made the following report regarding HUNGARY and a letter received from the United Artists (Export) Ltd. Following is extract of letter received from the United Artists (Export) Ltd. dated January 20th:

(a) "Agreement dated December 14th,1935 between United Artists (Export) Ltd. and Tricolor Film A.G. and Messrs. Havas, Gertler, Farkas, Wolf whereby Tricolor Film A.G. (which is the Hun arian Company envisaged in Clause First of the Distribution Agreement dated August 9th,1935, between the Export Company and Messrs. Havas, Gertler, Farkas, Havas, Gertler, Farkas and Wolf agree to act as joint and several guarantors for Tricolor Film A.G.

(b) "Agreement dated December 16,1935, between the parties named above whereby Clause Second of the so-called Principal Distribution Agreement of August 9,1935, is amended to provide for a Special Guarantor who is not resident in Hungary (Mr.Ignatio Farkas) in place of the former Special Guarantor who is resident in Hungary (Mr.Alfred Havas) and who eventually decided that he could not act in that capacity owing to the stringent currency regulations at present in force in that country.

(c) "Agreement dated December 16,1935, between the Export Company and Mr.Ignatio Farkas of Mexico City known as

as the Special Guarantor Agreement and which replaces a similar Agreement entered into on August 9th,1935, between the Export Company and Mr. Alfred Havas which last mentioned agreement is now to be considered cancelled.

"We think the above outline of the three Agreements in question will clearly explain the necessity for each of them but if you require any further information we shall be pleased to supply same on hearing from you.

10. Mr. Kelly also reported that he had received word from the Barcelona, Spain, office of the consummation of an agreement dated January 4th, 1936, covering the production "INCERTIDUMBRE" a Spanish dialogue picture.

11. Mr. Kelly then reported that he had received a letter from Mr. Leo Samuels dated February 7th, reporting that at a directors' meeting held February 6th the license agency distribution terms had been settled along the lines recommended by the Executive Committee; i.e. the Producer will receive at least 50% of the net played and earned and United Artists to receive no more than 10%.

Mr. Samuels' letter also reported that the directors had declared a dividend of $50 a share to stockholders of record February 6th, dividend to be payable February 28th.

12. Mr. Kelly then reported regarding the Quota Law in Australia, under the terms of which it has been proposed that the Exhibitor be permitted to reject 25% of any company's product so as to make room for Australia pictures; that the matter was in process of negotiation and legislation.

13. Mr. Kelly then reported regarding PORTUGAL: An agreement dated January 14, 1936, with Sonoro Film supplementing an agreement between this company and United Artists (Export) Ltd. dated July 20,1935, and covering distribution of SANDERS OF THE RIVER and THE SCARLET PIMPERNEL. This contract expires December 31st, 1938.

14. Mr. Kelly then reported regarding TURKEY : An agreement between United Artists (Export) Ltd. and Franko, Eisenstein & Co. Turkey, dated January 14,1936, substituting LET 'EM HAVE IT for CARDINAL RICHELIEU, which latter picture was contained in agreement dated May 28,1935

This was caused by the Turkish Censorship Committee prohibiting the exhibition of CARDINAL RICHELIEU in Turkey.

15. Mr. Kelly then reported regarding GREECE: An agreement between United Artists (Export) Ltd. and Cine Alliance Hellenique, Athens, Greece, dated December 20 1935, supplementing agreement dated December 28,1933, covering the distribution of the following feature films in Greece, including Albania and Cyprus:

WHITE ZOMBIE LOOKING FOR TROUBLE CORSAIR
BAT WHISPERS FALSE FACES (LET EM HAVE IT)

Used print to be supplied for guarantee of not less than $125. and 75% of the original cost of each print.

16. Mr. Kelly then reported that he had received word from Mr.Calvert of the Selznick International Pictures, Inc. not to offer for sale more than three Selznick pictures, instead of the five pictures that had previously been offered.

17. Mr. Kelly then made the following report regarding the increase of expenses in BUENOS AIRES

"Airmailed detailed explanation increased expenses stop Major items causing increase over corresponding period 1935 are salaries additional employees 1800 traveling 1400 which includes inspection trip Chile stationery 1000 postage and legal stamps 1000 miscellaneous items 1000 and additional branch expenses of 2000 of which Gral Pico non existant last year accounts 1500"

18. Mr. Kelly then reported that he had received approvals from all producers regarding the FORCE MAJEURE CLAUSE.

19. Mr. Kelly then asked for authority to pay the moving expenses and one month's rent for Mr.Kaplan former manager of the Buffalo Exchange who had been employed with the United Artists Corporation for nine years and had recently been dismissed. The total expenditure was $275. This was approved.

20. Mr. Kelly then made a lengthy report regarding efforts to sell product in Germany.

21. Mr. Kelly then made a report regarding the Disney negotiations for an additional two seasons. Mr. Kelly stated that he and Mr. Raftery had been in negotiation for one week with Roy Disney and Gunther Lessing but had reached an impasse on the Television clause- that the producer stockholders of United Artists Corporation desired full television rights in the Disney cartoons and that Disney was unwilling to give such a grant.

Mr. Raftery then read to the meeting a clause which he had prepared and which Mr. Disney's counsel had approved.

Mr. Burkan took copies of the clause and said he wished to confer with Mr. Goldwyn regarding the matter.

22. Mr. Buckley then reported regarding the Selznick International Pictures request that a contract be entered into with Metro Goldwyn Laboratories for the printing of so-called Selznick picture positive prints.

Mr. Raftery was unwilling to approve the form of letter contract which Metro had submitted and which relieved Metro of all liability in connection with said printing. But in view of the broad direction received from Selznick, he approved its execution as the agents for Selznick, and was so notifying Selznick International Pictures.

23. Mr. Buckley then reported regarding the advertising appropriation for LITTLE LORD FAUNTLEROY; that the publicity department of United Artists Corporation felt that the campaign would need about $70,000; that under the contract with Selznick International Pictures, United Artists Corporation was only required to share 25% of the total cost up to $40,000. and that any excess would have to be paid by Selznick International Pictures, Inc. unless the picture grossed approximately $700,000. domestic.

24. Mr. Buckley then reported that in accordance with Mr. Lichtman's contract his total commissions for the period commencing January 1st, 1935, and ending October 9th, 1935 amounted to $48,525.77 - - and that he had previously been paid $25,000. leaving a balance of $23,525.77; that a check had been duly prepared and proper

made on the check itself, and the check paid February 15, 1936.

On motion of Mr. Mulvey and Mr. Burkan this payment was approved.

25. Mr. Buckley then stated that he had received a request from Bennie Zeidman for the release of the 16 m/m rights of the photoplay SAMARANG. It was the consensus of opinion of those present that the picture had run its course and these rights should be returned to Mr. Zeidman.

26. Mr. Buckley then reported that he had entered into a contract in writing with Monroe Greenthal for a two year period, for period commencing March 1st, 1936 and ending February 28, 1938, at a weekly salary of $300. for the first year and $350 for the second year.

27. Mr. Muller then entered the meeting and reported that the operating profit for the first five weeks of 1936 was approximately $62,000.

(28) Mr. Muller then presented the following cash statements as of January 27, February 3, February 10th and February 17th copies of which are attached hereto.

29. Mr. Raftery then stated he had received a request from Mr. Moskowitz asking that the legal expenses in Miami Florida and Atlanta Georgia in connection with the roadshowing of "HOUSE OF ROTHSCHILD" be held in abeyance until after the termination of the lawsuit under the bond.

The Executive Committee stated that they were unwilling to make any change in the previous disposition of this matter - - that is, that the expenses be shared 90/10 and shared immediately.

30. Mr. Kelly then reported to the meeting regarding the situation in Italy. Because of the sanctions placed upon Italy by Great Britain and France, it will be necessary to handle the Italian License Agency directly from the United States instead of through the London office, of the U.A.Export Corporation - that the Delaware company was opening a bank account with the Bank of Italy in Italy as depositary for the funds that would ordinarily be deposited to the credit of the Export Corporation.

There being no further business before the meeting the same was upon motion duly made, adjourned.

EDWARD C. RAFTERY

CERTIFIED COPY OF RESOLUTION PASSED AT A REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD FEBRUARY 13,1936.

- - - - - - - - - - - -

RESOLVED, that HARRY D. BUCKLEY, Vice-President of United Artists Corporation, be and he hereby is authorized to open the following Bank Accounts in the First National Bank of Boston on behalf of the United Artists Corporation, a Delaware corporation with its principal office located at 729 Seventh Avenue, New York, New York, and with a branch office located at 52 Church Street, Boston Mass. BANK ACCOUNT #1 to be known as U.A.MAJESTIC THEATRE ACCOUNT:

BANK ACCOUNT #2 to be known as MACK WHITING MANAGER ACCOUNT:

AND BE IT FURTHER RESOLVED, that all the receipts taken in at the boxoffice of the Majestic Theatre during the engagement of the CHARLES CHAPLIN photoplay "MODERN TIMES" be deposited in the First National Bank in the aforesaid Bank Account #1, to wit, U.A.MAJESTIC THEATRE ACCOUNT:

AND BE IT FURTHER RESOLVED, that all checks, drafts or other instruments for the withdrawal of money shall be signed and countersigned by the same officers who are now authorized to sign and countersign checks in the other bank accounts of the United Artists Corporation in the aforesaid First National Bank of Boston;

AND BE IT FURTHER RESOLVED, that regarding BANK ACCOUNT #2, to wit, MACK WHITING MANAGER ACCOUNT, that all checks, drafts or other documents for the withdrawal of funds shall be signed by either (1) MACK WHITING, or (2) by any two officers of the United Artists Corporation now authorized to sign and countersign checks in the other bank accounts of the United Artists Corporation in the aforesaid First National Bank of Boston; and

BE IT FURTHER RESOLVED, that HARRY D. BUCKLEY is hereby authorized to execute such documents, resolutions, or papers as may be necessary for the purposes herein contained.

- - - - - - -

I, EDWARD C. RAFTERY, Assistant Secretary of the United Artists Corporation hereby certify that the above is a true and correct copy of resolutions adopted at a regular meeting of the Executive Committee of the United Artists Corporation held at the office of the corporation 729 Seventh Avenue, New York, New York February 13, 1936.

_____

Assistant Secretary of United Artists Corporation.

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: January 27, 1936

CHASE NATL. BANK		
Balance from Previous Day	$ 615,476.32	
Deposits	N.G. 6.50	
Withdrawals	187,860.47	
Balance Today		$ 427,609.35
NATIONAL CITY BANK		
Balance from Previous Day	154,541.04	
Deposits	3,149.91	
Withdrawals	-o-	
Balance Today		157,690.95
IRVING TRUST COMPANY		
Balance from Previous Day	9,066.00	
Deposits	5,934.00	
Withdrawals	-o-	
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,220,266.24	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		1,220,266.24
GUARANTY TRUST COMPANY		
Balance from Previous Day	146,354.30	
Deposits	4,800.00	
Withdrawals	-o-	
Balance Today		151,154.30
DOMINION BANK		
Balance from Previous Day	22,203.59	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		22,203.59
TOTAL BALANCE		$ 1,993,924.43

DEPOSITS FOR CURRENT WEEK

Domestic	$ 131,664.74	
Domestic Foreign	2,683.08	
Foreign	360,826.24	
Total Deposits to Date	$ 495,174.06	
Total Withdrawals This Week		$ 286,130.70

CASHIER _____ COMPTROLLER _____

mb

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: February 3, 1936.

CHASE NATL. BANK		
Balance from Previous Day	$ 439,486.76	
Deposits	7,865.05	
Withdrawals	180,208.02	
Balance Today		$ 267,143.79
NATIONAL CITY BANK		
Balance from Previous Day	200,980.97	
Deposits	36,489.91	
Withdrawals	-o-	
Balance Today		237,470.88
IRVING TRUST COMPANY		
Balance from Previous Day	9,045.50	
Deposits	5,954.50	
Withdrawals	-o-	
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,209,679.18	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		1,209,679.09
GUARANTY TRUST COMPANY		
Balance from Previous Day	201,841.35	
Deposits	-o-	
Withdrawals	N.G. 204.26	
Balance Today		201,637.09
DOMINION BANK		
Balance from Previous Day	20,922.89	
Deposits	-o-	
Withdrawals	20.59	
Balance Today		20,902.30
TOTAL BALANCE		$ 1,951,833.24

DEPOSITS FOR CURRENT WEEK

Domestic	$ 153,365.58	
Domestic Foreign	2,659.46	
Foreign	98,462.45	
Total Deposits to Date	$ 254,487.49	
Total Withdrawals This Week		$ 296,578.68

CASHIER _____ COMPTROLLER _____

mb

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: February 10, 1936.

CHASE NATL. BANK		
Balance from Previous Day	$ 356,833.99	
Deposits	22,138.98	
Withdrawals	143,333.67	
Balance Today		$ 235,639.30
NATIONAL CITY BANK		
Balance from Previous Day	197,745.89	
Deposits	6,002.42	
Withdrawals	23.10	
Balance Today		203,771.41
IRVING TRUST COMPANY		
Balance from Previous Day	8,940.50	
Deposits	6,059.50	
Withdrawals	-o-	
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,209,679.18	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		1,209,679.18
GUARANTY TRUST COMPANY		
Balance from Previous Day	201,637.09	
Deposits	5,600.00	
Withdrawals	-o-	
Balance Today		207,237.09
DOMINION BANK		
Balance from Previous Day	14,053.08	
Deposits	7,736.10	
Withdrawals	30.50	
Balance Today		21,758.68
TOTAL BALANCE		$ 1,893,085.66

DEPOSITS FOR CURRENT WEEK

Domestic	$ 146,479.54	
Domestic Foreign	5,279.68	
Foreign	26,248.06	
Total Deposits to Date	$ 178,007.28	
Total Withdrawals This Week		$ 236,754.86

CASHIER _____ COMPTROLLER _____

mb

UNITED ARTISTS CORPORATION
729 - 7th Ave., New York, N. Y.
HOME OFFICE DAILY BANK BALANCES

TO: _____ DATE: February 17, 1936.

CHASE NATL. BANK		
Balance from Previous Day	$ 294,363.81	
Deposits	11,590.90	
Withdrawals	158,679.32	
Balance Today		$ 147,275.39
NATIONAL CITY BANK		
Balance from Previous Day	174,839.89	
Deposits	20,782.12	
Withdrawals	-o-	
Balance Today		195,622.01
IRVING TRUST COMPANY		
Balance from Previous Day	9,008.00	
Deposits	5,992.00	
Withdrawals	-o-	
Balance Today		15,000.00
BANK OF AM. L.A. COMM. A/C.		
Balance from Previous Day	1,359,679.18	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		1,359,679.18
GUARANTY TRUST COMPANY		
Balance from Previous Day	177,117.53	
Deposits	5,670.76	
Withdrawals	-o-	
Balance Today		182,788.29
DOMINION BANK		
Balance from Previous Day	25,178.34	
Deposits	-o-	
Withdrawals	-o-	
Balance Today		25,178.34
TOTAL BALANCE		$ 1,925,543.21

DEPOSITS FOR CURRENT WEEK

Domestic	$ 356,568.31	
Domestic Foreign	2,040.69	
Foreign	109,403.38	
Total Deposits to Date	$ 468,012.38	
Total Withdrawals This Week		$ 435,554.83

CASHIER _____ COMPTROLLER _____

mb

February 28th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK, ON THE 28TH DAY OFFEBRUARY, 1936.

- - - - - - - - - -

The regular meeting of the Executive Committee of the United Artists Corporation was held on the 28th day of February, 1936, at 12.30 o'clock in the afternoon, at the offices of the corporation, at 729 Seventh Avenue, New York City, New York.

There were present:

NATHAN BURKAN
JAMES MULVEY
GUY CARY
EDWARD C. RAFTERY

all members of the Executive Committee.

There were also present:

DENNIS F. O'BRIEN, Counsel for the Corporation
EMANUEL SILVERSTONE, Representing Alexander Korda
ARTHUR W. KELLY (Vice-President)
HARRY D. BUCKLEY (Vice-President)

and for a part of the meeting

SAMUEL GOLDWYN (director of the corporation)
HARRY MULLER (Asst Secretary and Treasurer)

Mr. Burkan acted as Chairman of the meeting and Mr. Raftery acted as Secretary.

1. Mr. Kelly presented to the meeting a series of letters regarding the Luporini situation in Italy. Annexed hereto are copies of said letters which are self-explanatory.

2. Mr. Kelly asked authority to send a letter to the Art Cinema Corporation terminating the right of the United Artists Corporation to distribute the photoplay "KIKI". He said the reason for this was that the Pickford Corporation was buying the rights of KIKI from the Trustees of the Art Cinema Corporation. The unplayed contracts in all countries of the world, Mr. Kelly stated, amounted to $1507. Authority was so given to Mr. Kelly and Mr. Kelly was directed to have a letter prepared by counsel.

3. Mr. Kelly then made a report regarding the India Office Income Tax matter.

4. Mr. Kelly stated that the photoplay "THESE THREE" had been exhibited to a number of executives and had received very excellent reports. Mr. Kelly made a similar report

on "Little Lord Fauntleroy."

5. Mr. Buckley then asked for authority to loan Howard Fessenden, an employee of the corporation the sum of $100. which was to be repaid at the rate of $5.00 per week and such authority was granted.

6. Mr. Buckley then asked the Committee to consider the question of Joseph M. Schenck's life insurance. At this point Mr. Goldwyn entered the meeting. Mr. Buckley reported that although he thought he had made a deal with Mr. Moskowitz of 20th Century Fox to take over the Joseph M. Schenck Life Insurance policies by paying the cash surrender value thereof and a bonus of $5,000. including a full assumption of the so-called "Bad Policies" in the Missouri Life, policies. There was a great deal of dispute pro and con and finally Mr. Goldwyn suggested that the current premiums be paid pending an effort to dispose of the policies.

7. Mr. Goldwyn reported that he and the remaining directors had concluded the deal with Mr. George J.Schaefer to come in as one of the vice-presidents of the corporation and as general manager of distribution in the domestic field (United States and Canada).

8. Mr. Goldwyn also reported that he had concluded negotiations with Mr. Arthur W. Kelly for an additional two year period as vice-president and general manager in charge of all foreign sales, with the exception of England and Continental Europe.

9. Mr. Goldwyn then brought up the proposed Walter Wanger deal and explained the proposed arrangement to the Executive Committee.

Mr. Burkan explained the matters desired by Mr. Wanger. Mr. Goldwyn called Mr. Wanger on the long distance telephone in California and the deal was further discussed.

After some discussion Mr. Raftery was instructed to draft an agreement for submission to Loyd Wright who would represent Mr. Wanger in the deal, and for submission to Mr. Cary and Mr.Burkan and other parties in interest.

10. Mr. Raftery asked the approval of the Committee to settle an antitrust case which was pending in the United States District Court, Omaha,United Artists Corporation's share of the settlement proposed being less than $1100. Approval was so given.

There being no further business before the meeting the same was on motion made, duly adjourned.

_____

EDWARD C. RAFTERY

COPY

UNITED ARTISTS CORPORATION
HOME OFFICE
729 SEVENTH AVENUE
NEW YORK

February 25,1936.

UNITED ARTISTS (EXPORT) LTD.,
London, England.

Dear Sirs:

We hereby terminate any and all interest which you may have in and to an agreement dated May 14th, 1935, between you and Artisti Associati, S.A. and Mario Luporini, and also terminate any interest which you may have in and to any benefits or proceeds therefrom, or property represented thereby. We furthermore terminate any agency that may exist between us concerning the distribution of United Artists Corporation motion pictures in Italy.

For your information we are taking over said contract of May 14th, 1935, direct with Artisti Associati, S.A. and Mario Luporini, and from now on intend to deal directly with them instead of directly through an agent or attorney in fact.

Please acknowledge receipt of this notice of termination.

Very truly yours,
UNITED ARTISTS CORPORATION

ARTHUR W. KELLY

(SEAL)

Acknowledged before Abraham Bard February 25, 1936.
in the City, County and State of New York.

COPY

UNITED ARTISTS (EXPORT) LTD.
FILM HOUSE, WARDOUR STREET
LDON. W1.

February 25, 1936.

United Artists Corporation (of Delaware)
729 Seventh Avenue, New York City.

Dear Sirs:

We hereby acknowledge receipt of your letter of February 25, 1936, terminating our appointment as your agent and attorney -in-fact under any and all agreements entered into by you or by us on your behalf with Mario Luporini and Artisti Associati, S.A. of Rome, Italy.

Furthermore, we acknowledge to you that the receipt of such notice of termination terminates any rights of interest, benefits or obligations which we may have had under or arising out of anagreement of May 14, 1935 entered into between us and the aforesaid Mario Luporini and Artisti Associati, S.A. whereby the latter acquired direct from us the right to distribute certain United Artists Corporation pictures in Italy and that from this date hence we have no further interest in said contract, or any proceeds therefrom.

In consonance with the above and for whom it may concern we hereby state and acknowledge that we have no further interest in or to the account at present maintained in our name at the Banca d'America e d'Italia, Rome, or in any moneys credited or to be credited thereto or deposited in any other way with said bank for our account, since all of the interest which may have existed in the past is traceable to the fact that we were your atent and attorney in fact and that you in taking over the accounts as you are now doing are substituting yourselves for us as the undisclosed principal.

We further agree to supply you with any additional information, documents, etc. which you may require for the purpose of effecting such transfer.

Very truly yours,
UNITED ARTISTS (EXPORT) LTD.

Arthur W. Kelly

COPY

UNITED ARTISTS (EXPORT) LTD.
FILM HOUSE WARDOUR STREET
LONDON W 1

February 25, 1936.

ARTISTI ASSOCIATI,S.A.
Via XX Settembre 11,
Rome, Italy.

and MR. MARIO LUPORINI,
Rome, Italy.

Dear Sirs:

Please be advised that our right to act as agent for United Artists Corporation (of Delaware) for negotiating and contracting for the distribution of motion pictures in Italy has been terminated. United Artists Corporation (of Delaware) as the undisclosed principal has now consented to take over and assume in toto the contract between us and yourselves, dated May 14, 1935.

Please be advised also that any and all moneys or property which you may have in Italy in our name are actually the property of United Artists Corporation (of Delaware) and that any and all dealings concerning these moneys, or property, or bank account, as the case may be, are to be had directly with the United Artists Corporation (of Delaware). We acknowledge that we have no further interest in or to any such moneys, property, bank account, or in the contractof May 14th, 1935.

We furthermore agree to supply you with information, documents, etc. which you may require, or which you may wish to effect this new direct relationship between you and the United Artists Corporation of Delaware.

Very truly yours,
UNITED ARTISTS (EXPORT) LTD.

by A.W.Kelly

Adcepted and confirmed:
Artisti Associati S.A.
by Mario Luporini

Accepted and Confirmed:

Mario Luporini
by Mario Luporini

COPY

UNITED ARTISTS CORPORATION
729 Seventh Avenue New York

February 25, 1936.

Artisti Associati,S.A.
Via XX Settembre 11 Rome Italy
and Mr. Mario Luporini, Rome,Italy

Dear Sirs:

Please be advised that we have this day terminated any agency or other authorization to represent us that we might have up to this time vested in United Artists (Export) Ltd. in so far as such agency or authorization applies to the right of distributing motion pictures in Italy. Naturally such termination makes it impossible for United Artists (Export) Ltd. to carry out the contract it entered into with you dated May 14, 1935, which contract was executed by it as a duly authorized agent and representative of United Artists Corporation (of Delare). In order to cure any such breach we are willing and by this letter do hereby take over such contract both in so far as such contract applies to pictures delivered to you on our behalf by United Artists (Export) Ltd. in the past and in so far as such contract applies to delivery of pictures to you in the future. As the undisclosed principal of that contract of May 14,1935 we now become the principal and the only contracting party with you.

Please be advised further that any and all property which may have been delivered to you by United Artists (Export) Ltd. and any and all moneys which you may have at present due and owing United Artists (Export) Ltd in accordance with the terms of such contract of May 14th, 1935, from henceforth belong to us and shall be transmitted straight to us and not through the conduit of United Artists (Export) Ltd. All moneys shall be paid directly to United Artists Corporation (of Delaware) 729 Seventh Avenue, New York City, New York, U.S.A. In the event that Governmental restrictions make such transmission impossible, you agree to deposit such moneys in Italy in accordance with any written instructions that United Artists Corporation (of Delaware) may give you.

In due course we agree to execute with you a new agreement which shall contain the same terms, covenants and conditions set forth in the contract of May 14, 1935, but said agreement shall be between you and ourselves. However, you agree that the execution of that document is merely a mere formality and does not affect the contract which by your signatures hereto exists between us, which contract is exactly the same as that of May 14th,1935 and any amendments which have been executed by you thereto, with the exception that UNITED ARTISTS CORPORATION (of Delaware) is substituted in and for United Artists (Export) Ltd.

Likewise formerly Les Artistes Associes, S.A. has acted in some instances as the agent of United Artists Corporation (of Delaware). Again we would advise you that any such agency in so far as it applies to Italy has been terminated, and United Artists Corporation (of Delaware) as the undisclosed principal of any contracts which may have been executed by Les Artistes Associes, S.A. advises you that such contracts are from now and henceforth on between you and United Artists Corporation (of Delaware) directly, and that any property or moneys which you may have in the name of Les Artistes Associes, S.A. belong to and is the property of the United Artists Corporation (of Delaware) and should be treated as such.

We enclose herewith letter addressed to us by United Artists (Export) Ltd. acknowledging receipt of the notice of termination of the agency in so far as it applies to Italy, and acknowledging and stating that United Artists (Export) Ltd. has no further interest in or to such aforementioned bank account, or in any moneys at present held by you in any other way for the account of United Artists (Export) Ltd. but that such moneys belong to and are the property of United Artists Corporation (of Delaware) Likewise said letter acknowledges that any and all property which you have held as the property of United Artists (Export) Ltd. is the property of United Artists Corporation (of Delaware) and should be treated by you as such.

We shall also be glad to furnish you with information and documents you may request in this connection and to hear from you on this matter at your earliest convenience.

Very truly yours,
UNITED ARTISTS CORPORATION

By Arthur W. Kelly

Accepted and Confirmed
ARTISTI ASSOCIATTI S.A.
by MARIO LUPORINI

MARIO LUPORINI

Acknowledged before Abraham Bard, Notary, Feb.25, 1936.

COPY

UNITED ARTISTS CORPORATION
729 Seventh Avenue
New York.

February 25, 1936.

ARTISTI ASSOCIATI S.A.
VIA XX SETTEMBRE 11
Rome, Italy

and MR. MARIO LUPORINI
ROME ITALY

Dear Sirs:

Please be advised that any and all moneys belonging to United Artists Corporation (of Delaware) are to be depositied by you to the account of United Artists Corporation of Delaware, in the Banca D'America e d'Italia, Rome, Italy.

Such deposits are to be made when and as required by the contract between you and United Artists (Export) Ltd. dated May 14th, 1935, which has been taken over by us in accordance with a letter addressed to you by us dated February 25, 1936 to which your signature is affixed.

Very truly yours,
UNITED ARTISTS CORPORATION

by Arthur W. Kelly

ACCEPTED & CONFIRMED
ARTISTI ASSOCIATI S.A.
BY MARIO LUPORINI

ACCEPTED AND CONFIRMED
MARIO LUPORINI

Acknowledged before Abraham Bard, Notary Feb.25,1936.

WAIVER AND CONSENT

We, the undersigned, being and constituting all of the Directors of the United Artists Corporation do hereby consent to the Spedial Meeting of the Board of Directors, held on February 29th, 1936, at the Waldorf Astoria Hotel, 50th Street and Park Avenue, New York City, at 10.30 A.M. and each of the undersigned ratifies, approves and confirms the foregoing minutes and adopts the same as a true and correct recitation of the proceedings had at said meeting.

Samuel Goldwyn

Nathan Burkan

James Mulvey

Edward C. Raftery

Guy Cary

Mary Pickford

Douglas Fairbanks

Charles Chaplin

Abraham Lehr.

MINUTES OF SPECIAL MEETING OF THE

BOARD OF DIRECTORS
OF
UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of the United Artists Corporation was held Saturday, February 29th, 1936, at 10.30 A.M. at the Waldorf Astoria Hotel, 50th Street and Park Avenue, New York City.

There were present:

MR. SAMUEL GOLDWYN
MR. NATHAN BURKAN
MR. JAMES MULVEY
MR. EDWARD C. RAFTERY

constituting a quorum.

Mr. Goldwyn acted as Chairman of the meeting and Mr. Raftery acted as Secretary.

Mr. Goldwyn stated the purpose of the meeting was to authorize the execution of an employment contract with George J. Schaefer as general manager of the domestic distribution of the corporation for a period of three years at a salary of $1500. per week plus an allowance of $500. per week for expenses, and in addition 5% of the net profits realized from the distribution in the United States of America and Dominion of Canada.

Mr. Goldwyn stated further than an agreement embodying all the terms, covenants and conditions of said agreement had been prepared by counsel for the corporation and had been agreed upon by Mr. Schaefer.

Upon motion made by Mr. Goldwyn and seconded by Mr. Burkan, it was moved, seconded and unanimously adopted and

RESOLVED, that Edward C. Raftery, Assistant Secretary of the Corporation be and he hereby is authorized to execute on behalf of the Corporation an agreement dated February 29,1936, between the United Artists Corporatinn as Employer, and George J. Schaefer as Employee, wherein and whereby the said Corporation engages and employs George J. Schaefer as General Manager in charge of domestic distribution for a period of three years, commencing March 2nd, 1936, and terminating March 1st, 1939, at a salary of $1500.00 per week and an allowance of $500. per week for expenses, and in addition, 5% of the net profits realized from the distribution of the corporation in the United States of America and Dominion of Canada.

Mr. Goldwyn then stated that in accordance with authority conferred in the previous meeting of the Board of Directors, he had concluded negotiations with Arthur W. Kelly, engaging Arthur W. Kelly for a period of two years, commencing the 3rd day of February, 1936, and terminating the 2nd day of February, 1938, as general manager in charge of all foreign sales, with the exception of sales to England and Continental Europe at a weekly salary of $1250.

Upon motion made by Mr. Goldwyn and seconded by Mr. Burkan, it was unanimously

RESOLVED, that Edward C. Raftery, Assistant Secretary of the Corporation be and he hereby is authorized on behalf of the Corporation to execute a certain agreement to be dated as of February 29, 1936, between United Artists Corporation and Arthur W. Kelly, employing the said Arthur W. Kelly for a period of two years, commencing as of February 3rd, 1936, and terminating as of February 2nd, 1938,

at a weekly salary of $1250. to act in the capacity of General Manager in charge of all foreign sales with the exception of England and Continental Europe.

There being no further business before the meeting the same was duly adjourned.

Edward C. Raftery, Secretary.

MINUTES APPROVED:

Samuel Goldwyn

Nathan Burkan

James Mulvey

Mary Pickford

Douglas Fairbanks

Charles Chaplin

Abraham Lehr.

LONDON FILM

Telegrams: Londoffilm Telex Denham Cablegrams: Londoffilm Denham
Telephone: Denham 2345

LONDON FILM PRODUCTIONS LIMITED
DENHAM UXBRIDGE MIDDLESEX

★

Directors:
Alexander Korda (Hungarian), Chairman and Managing Director,
Sir Connop Guthrie, Bart., K.B.E.,
H. A. Holmes, Edward Stevinson, John Richard Sutro,
C. Holmes Brand.

★

8th July 1936

Mr. Loyd Wright,
Board of Trade Building,
111, West Seventh Street,
LOS ANGELES.
California.

Dear Mr. Loyd Wright, UNITED ARTISTS CORPORATION

Herewith I consent to the meeting and approve the Minutes of the Directors' Meeting held in New York City on February 29th 1936.

Yours sincerely,

ALEXANDER KORDA.

March 13th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK CITY, ON THE 13TH DAY OF MARCH, 1936.

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The regular meeting of the Executive Committee of the United Artists Corporation was held on the 13th day of March, 1936, at the offices of the Corporation at 729 Seventh Avenue, New York City, at 11 o'clock in the forenoon.

There were present:

MARY PICKFORD FAIRBANKS
(Of the Board of Directors)

NATHAN BURKAN
JAMES MULVEY
GUY CARY
(All Members of the Committee)

GEORGE J. SCHAEFER
(General Manager of distribution in the domestic field)

There were also present:

HARRY D. BUCKLEY
ARTHUR W. KELLY
(Vice-Presidents)

EMANUEL SILVERSTONE
(representing Alexander Korda)

DENNIS F. O'BRIEN
(General counsel for the corporation)

In addition, for part of the meeting there was present:

HARRY MULLER
(Assistant Secretary and Treas. of the Corporation)

Miss Mary Pickford acted as Chairman of the meeting and Mr. Dennis F. O'Brien acted as Temporary Secretary

because of the absence of Mr. Edward C. Raftery, secretary of the corporation who was at his home ill.

The minutes of the regular meeting of the Executive Committee held February 28th, 1936, were duly approved.

1. Mr. O'Brien, as counsel, read to the meeting a letter of Mr. Loyd Wright, dated March 9th, 1936, regarding the distribution contract with United Artists Corporation and Mary Pickford Fairbanks, and explained the certain differences between the provisions of that contract and the contract of Alexander Korda dated September 2nd, 1935.

Also, Mr. Schaefer and Mr. Mulvey who had examined the exhibits attached to that contract indicated to the meeting that certain matters in the exhibits should be held in abeyance until the return of Mr. Samuel Goldwyn from Europe.

Whereupon, a motion was made by Mr. Burkan and seconded by Mr. Mulvey, that the act of Mr. Loyd Wright as secretary of the United Artists Corporation in executing this contract for the Corporation with Mary Pickford Fairbanks, be duly approved, and it was so approved.

Because the various distributor's contracts with the producers of motion pictures will be substantially similar, it was the general sense of the meeting that later when it was determined, if it be determined, that certain modifications may be made to the exhibits attached to the contract and/or the contract, that the same can be set forth in a supplemental modifying agreement and made a part of every distributing contract to be affected by such modification.

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2. There was certain discussion concerning the time when the changes as to the number of positive prints will become effective, and the determination of same was postponed until Mr. Goldwyn's return.

3. Mr. O'Brien reported the recommendations of Mr. Arthur W. Kelly relative to the changing of the members of the Board of Directors of the Australia subsidiary corporation, and providing for such membership to consist of six-- and that the following persons may be

approved as the selection of this body for membership of that board, to wit:

MR.THORNBURN
MR. OAKES
MR. SAGER
MR. CECIL MARKS
MR. DENNIS F.O'BRIEN
MR. ARTHUR W. KELLY

and that counsel for that corporation in Sydney, Australia, be directed to obtain and hold the written resignations of the members of the board residing in Australia, and hold the same subject to instructions from the board of directors of this corporation.

It was explained that formerly the members of the board of directors of this corporation were the members of the United Artists Corporation (the Delaware corporation), and it would be inexpedient to have twelve directors who would be obligated to act through powers of attorney by local individuals in Sydney, Australia.

The above recommendation was duly approved and counsel for the corporation was instructed to so authorize the attorneys in Sydney, Australia.

4. Mr. George Schaefer made inquiry regarding the rights, if any, that United Artists Corporation might have relative to distribution of Walt Disney's feature picture and this was answered by a letter of Mr. Raftery dated March 9th, 1936.

5. Mr. Schaefer asked for instructions concerning the advertising appropriation for the motion picture "THINGS TO COME".

6. Attention of the meeting was called to the resolution which was passed by the Board of Directors in California, February 14, 1936, and it was pointed out by Mr. Mulvey that the resolution was not correctly reported in that it omitted the outside figure of $70,000.00 which might be spent in keeping with the resolution for advertising purposes.

Whereupon a motion was made by Mr. Burkan and seconded by Mr. Mulvey that that resolution be amended to read as follows:

"RESOLVED, that when the expenditure for advertising relative to any feature photoplay released by this corporation, commencing with the photoplay "LITTLE LORD FAUNTERLY" (until further order of this Board of Directors) exceeds the sum of $40,000.00 that all excess over and above $40,000. not exceeding $ 70,000.00 shall be borne by the producer unless such photoplay grosses in the United States and Canada $700,000. or more, in which event the excess over $40,000.00 but not exceeding $ 70,000.00 spent in advertising shall be borne 75% by the producer and 25% by the United Artists Corporation.

RESOLVED, that the foregoing resolution does not apply to tradepaper advertising.

RESOLVED, that the officers, agents and employees and attorneys for this corporation cause proper amendments to be drawn to contracts existing, giving effect to the foregoing."

Miss Pickford stated that she would telephone to Mr. Goldwyn this evening and would discuss the matter with Mr. Goldwyn and that the matter could be finally disposed of at the next meeting.

7. Mr. Kelly reported that he had effected the following contracts:

(a) Letter agreement of February 15,1936, between Export and National Film, Warsaw, cancelling all previous agreements.

(b) Contract of February 15,1936, between Export and National Film , Warsaw, placing all previous contracts under one agreement.

(c) Contract of December 20,1935, between Export and Eisenstein,Turkey, covering "MODERN TIMES".

(d) Letter agreement of January 14,1936, between Export and Eisenstein amending above agreement.

(e) Agreement of February 10,1936, between Export and Adams Filmi O/Y Helsingfors, covering "MODERN TIMES".

(f) Agreement of February 16,1936, between Export and National Film, Warsaw, covering "MODERN TIMES".

(g) Contract of January 24,1936, between Export and Vesca Film, Bucharest, covering MODERN TIMES".

(h) Contract of February 7,1936, between Export and Barnstijn, Holland, covering "MODERN TIMES".

(i) Letter Agreement of February 8,1936, between Export and Otzoup Film, Berlin, covering "OUR DAILY BREAD".

(j) Letter amendment of February 20,1936, between Export and Otzoup amending above agreement.

8. Mr. Kelly also reported to the meeting the present status of the India Tax matter.

9. Mr. Kelly also recommended to the Board of Directors that the charging off of the amount of commissions due for distribution on United Artists pictures in Belgium, Czecho-Slovakia, and Switzerland for the calendar year ending December 31,1935, be approved by the Board of Directors, which, Mr. Kelly explained, meant suspending the prevailing contract for the year 1935, relative to the commissions on gross receipts that the corporations distributing the United Artists photoplays in these countries would have to pay. It was apparent that these corporations had no funds to pay the same.

Whereupon a motion was made, seconded and adopted, approving this recommendation and the acts of the officials of United Artists Corporation of Delaware in having waived these commissions for the calendar year 1935.

10. Mr. Burkan presented to the meeting the proposed contract with Harry D. Buckley for two years after Mr. Buckley had left the room.

Whereupon a motion was made, seconded and duly adopted authorizing Mary Pickford Fairbanks to sign such contract on behalf of the Corporation.

Upon Mr. Buckley's returning to the room he executed the contract in duplicate and a signed copy was delivered to each of both parties.

11. Mr. Buckley reported relative to the proposed automobile protection policies which would include all of the employees of the United Artists Corporation using automobiles on the corporation's business, and he was directed to make further inquiry into this proposal and report at a subsequent meeting.

12. Mr. Buckley also reported concerning the new proposals on behalf of R.C.A. relative to recording of sound, etc. and it was the sense of the meeting that he should make known to the counsel for each producer using the facilities of the United Artists Corporation for distribution, the contents of this proposal, and also ascertain from ERPI its proposal.

13. It was recommended by Mr. Harry Muller, Comptroller of the corporation that the deficit amounting to ₰350,000. of the subsidiary corporation of the United Artists Corporation operating in France, arising from the payments of money by United Artists Corporation, the Delaware corporation, pursuant to its agreement with the Guaranty Trust Co. of New York City, through its subsidiary corporation in Paris, France, be written off as uncollectible and a bad debt, the same to be given effect during the calendar year of 1935.

14. Mr. O'Brien was instructed to send to Mr. Murray Silverstone a copy of resolution passed by the Board of Directors at one of its meetings held in California regarding the advances that Mr.Silverstone, in

send to Mr. Murray Silverstone a copy of resolution passed by the Board of Directors at one of its meetings held in California regarding the advances that Mr. Silverstone in behalf of the corporation in London is authorized to make to stockholder-producers.

15. Mr. Muller submitted weekly operating reports of March 7th, February 29th, copies of which had been sent direct to each of the producer-stockholders.

16. Mr. Muller submitted a statement of estimated profits on the consolidated business of the corporation and its subsidiaries for the period beginning January 1st, 1936, and ending February 29th, 1936, showing an estimated profit of about $266,000. Copy of statement is attached herewith.

There being no further business before the meeting, the same was on motion duly made, and approved, adjourned.

Dennis F. O'Brien

DENNIS F. O'BRIEN,

(Acting Secretary)

(ESTIMATED PROFITS)

March 6,1936.

OPERATIONS

TWO MONTHS TO FEBRUARY 29,1936 (ESTIMATED)

	U.S.&CANADA	GREAT BRITAIN	OTHER FOREIGN	TOTAL
Operating profit or loss (after foreign income taxes)	** $34,000	$ 284,000	$50,000	$300,000
Commissions				
From Foreign Offices to New York	$195,000	* $ 170,000	$25,000	
Expenses of New York Foreign Dept. net	* 28,000			* 28,000
Federal Income Taxes	* 6,000			* 6,000
	$ 127,000	$ 114,000	$25,000	#$266,000

(*) Red
** Red and absorbs entire New York Home Office Expenses
# Subject to Mr. Silverstone's commission on certain foreign profits.

April 9th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK CITY, ON THE 9th DAY OF APRIL, 1936, AT 2.30 P.M.

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The regular meeting of the Executive Committee of the United Artists Corporation was held on the 9th day of April, 1936, at the offices of the Corporation at 729 Seventh Avenue, New York City, at 2.30 P.M.

There were present:

NATHAN BURKAN
JAMES MULVEY
GUY CARY
EDWARD C. RAFTERY

all members of the Executive Committee.

There were also present:

DENNIS F. O'BRIEN, (General Counsel for the Corporation)
LOYD WRIGHT (Secretary of the Corporation)
GEORGE J.SCHAEFER (General Manager of distribution in domestic field)
HARRY D. BUCKLEY (Vice-President)
EMANUEL SILVERSTONE (representing Alexander Korda)

and for part of the meeting there were present:

HARRY MULLER (Assistant Sec. and Treas.)
WALTER GOULD (Of the Foreign Department)

Mr. Nathan Burkan acted as Chairman of the meeting and Mr. Edward C. Raftery acted as Secretary.

1. Mr. Raftery stated that the United Artists Corporation had worked out an arrangement with the Film Boards of Trade adjusting its membership dues for membership on all boards excepting the City of New York, on the following basis, to wit:

$250.00 per month for the period commencing January 1st, 1936, continuing for the balance of the year.

Mr. Raftery further reported that all past dues had been waived by the Film Boards.

It was resolved that the corporation continue its membership on the basis aforesaid and that Mr. Muller draw the necessary check to pay the dues from January, 1936, up to and including the month of April, 1936, and to continue to pay dues for the balance of the year on this basis.

2. Mr. Raftery then reported to the meeting that Justice Callahan of the New York Supreme Court had dismissed the complaint in the case of LLANUZA vs. COLUMBIA, UNITED ARTISTS, WALTER DISNEY, in so far as the United Artists Corporation was concerned, without giving leave to the plaintiff to plead over.

3. Mr. Raftery then reported that the case of Hart vs United Artists had been assigned for trial before Justice McCook at Trial Term, Part XL of the Supreme Court, for trial to commence Monday, April 13th, 1936, at 10 A.M. that Mr. Driscoll and Mr. Raftery were going to present the case on behalf of the defendant and that the case was thoroughly prepared.

4. Mr. Raftery then reported that the anti-trust action in Lincoln, Nebraska, to wit State Theatres, Inc. v United Artists etc. had been dismissed on the Saturday previous. He further reported that he personally went to Lincoln, Nebraska two weeks ago to participate in the examination of plaintiff before trial and that a sufficient amount of evidence had been secured which caused the plaintiff's attorneys to discontinue the action.

5. Mr. Raftery further reported that in the case of Kolsky vs. United Artists Corporation and others, in Kansas City, he had argued in opposition to the injunction application on behalf of all the distributor-defendants and that Judge Otis of the United States District Court, Western District of Missouri had denied plaintiff's application for a temporary injunction.

6. Mr. Raftery then reported that a request had come from Twentieth Century Fox to Mr.Kelly and Mr.Gould of the Foreign Department requesting that certain distribution rights in the so-called Twentieth Century Pictures which had been distributed by the United Artists Corporation but had not been distributed in certain foreign territories be returned back to the Twentieth Century Fox so that they might undertake to distribute in such foreign territories.

Mr. Gould was called into the meeting and made a report to the meeting regarding this situation.

Mr. Raftery was instructed to write to Mr.Silverstone and give him a detailed report of the request and secure from him a statement of facts regarding each situation where distribution had not been effected.

Mr. Raftery was further instructed to write Mr. Moskowitz of 20th Century Fox that the matter was being investigated and he would receive a report in due course.

Mr. Guy Cary suggested that we should go on record as being opposed to such releases in principal until we had an opportunity to exert every effort to secure distribution in such foreign territories.

7. Mr. Raftery then reported that the Disney Corporation had notified the corporation that it intended to put a man in the United States office for the purpose of approving contracts, and also a representative in England for such purpose.

Mr. Raftery stated that he had construed the Disney contract as giving this right to Disney in the event Joseph M. Schenck ceased to be the president of the corporation, but that it was his opinion that this right was expressly limited to United States and England.

Mr. Gould then stated that certain licensed agency deals were being held up at Disney's request.

Mr. Raftery stated that he construed the contract to mean that the United Artists Corporation did not have to secure Disney's approval to licensed agency deals, but only on outright sale deals.

Mr. Raftery was instructed to write to Mr. Disney regarding the situation.

8. Mr. Buckley then reported that the lease on the Buffalo exchange was expiring and that there was an

opportunity to renew the lease from May 1st, 1936, at $2100 per year, with an option of a third year at $2400 per year. This matter was approved.

9. Mr. Buckley asked for authority to make a loan to Robert Davis, shipping clerk in Pittsburgh, in the sum of $150.00 to be repaid at the rate of $6.00 per week. This was approved.

10. Mr. Buckley asked for authority to make a loan to Jack Emenheiser, salesman in Atlanta, Ga. in the sum of $250.00 to be repaid at the rate of $10.00 a week. This was approved.

11. Mr. Buckley then reported on the question of the Joseph M. Schenck life insurance policies. The matter was decided to continue to carry same and pay the premiums on a monthly basis.

12. Mr. Buckley then reported regarding the request of Selznick International Pictures, Inc. that the corporation finance the cost of the technicolor prints on GARDEN OF ALLAH. It was decided that the corporation should try to secure 30 days credit from Technicolor, and that the corporation follow the same procedure in financing these prints as it does in connection with the black and white prints for other producers.

13. Mr. Buckley then stated that Patrician Pictures, Ltd. had asked that the Canadian rights on the picture "SILVER LINING" be turned back to them. This was approved.

14. Mr. Buckley then stated that he was securing from Donahue & Coe in connection with national advertising, 5% credit. It was decided that this credit be shared with the producers in the percentage in which the parties share advertising, to go into effect with the photoplay "LITTLE LORD FAUNTLEROY".

15. Mr. Buckley then reported to the meeting the following contracts made by the corporation on the following pictures:

(a) Contract between the Export Company and Gloria Film, Cluj, Roumania, calling for distribution of five (5) London Film pictures and any other films delivered to Export by London Films for the 1935/36 season on the usual distributing terms.

(b) Contract between United Artists Corporation and Amkino Corporation covering the sale to Amkino Corporation of "MODERN TIMES" and "CITY LIGHTS" for U.S.S.R.

16. Mr. Buckley then reported that the Delaware Corporation and Italy had entered into a contract for Italy following the approval of the previous meeting which authorized such contract because of the conditions that exist between England and Italy.

17. Mr. Buckley then reported to the meeting regardin the question of collection of assessment in connection with the Pat Casey Labor Fund. It was decided that United Artists Corporation would not advance the assessment and that Mr. Borthwick of the Hays office is to be advised that the item must be collected from the producers direct.

18. Mr. Buckley submitted the President's Annual Report of the Motion Picture Producers & Distributors of America, Inc. and reported that the fees in connection with the issuance of Production Code Certificate seals to foreign pictures had been reduced to one-half of the price charged against America made pictures for Production Code Seals

19. Mr. Schaefer then reported to the meeting that he had read in the trade papers that the Loew Company had entered into an arrangement with the United Artists Theatre Circuit to take over the management of the United Artists theatre in Chicago, and the United Artists Theatre in Detroit.

The matter was fully discussed and Mr. Schaefer was appointed to see Mr. Philips and discuss this situation with him.

20. Mr. Schaefer then reported that David Loew had asked him about distributing a group of photoplays he intended to produce featuring Joe E. Brown. Mr. Schaefer was of the opinion that the photoplays would be Class B photoplays and it was the consensus of the meeting that it would be impossible for the United Artists Corporation to take any action in the matter as this was a matter for the Board of Directors rather than the Executive Committee to decide.

21. Mr. Mulvey then asked that the Goldwyn monies for the next four weeks be paid two weeks ahead of the usual schedule, that is, instead of at the end of three weeks after collection, seven days after collection. This was approved.

22. Mr. Emanuel Silverstone then asked about the advertising appropriation of "THINGS TO COME". Mr. Schaefer stated that the original appropriation would be $40,000. ; that after the picture opened, if the opening engagements warranted it, the appropriation would be increased to $65,000. and that if the picture grossed $650,000. the parties would share the $65,000. in the same proportion that they shared the $40,000. any previous records in the minutes to the contrary. This was the understanding of all at the meeting.

23. Mr. Raftery then asked for approval of payment of the following bills:

(a) Cooper, Neil, Kemp & Sutherland, in connection with the Rodsky case on which the United Artists Corporation share is ....$186.69.

(b) Shearer, Byard & Trogner, Detroit, Mich. in connection with Shubert v. United Artists etc. United Artists share being $697.22.

These were approved.

24. Mr. Muller then entered the meeting and made the following reports; that the Total Accounts Receivable of the Corporation were ..$452,280.00 of which only $36,967.00 were more than four weeks old. Annexed hereto is a copy of the statement.

25. Mr. Muller then stated the total outstanding amounts due from employees was $1,115.33.

26. Mr. Muller stated that he had forwarded to all of the Directors stockholders and members of the Executive Committee copies of the cash position of the corporation for each and every week since the last meeting.

27. Mr. Muller presented copies of the weekly operating reports, copies of which had been sent to members of all of the Executive Committee as well as copies of the weekly cabled reports.

28. Mr. Muller then presented to the meeting an estimated statement of profit and loss for three months to March 28th, 1936, which showed a profit for the period of $416,000.

29. Mr. Muller then reported that the Corporation had received advice from Samuel Goldwyn, Inc. that the amount of the assignment to Bank of American National Trust & Savings Association on the pictures DARK ANGEL, BARBARY COAST, SPLENDOR, STRIKE ME PINK and THESE THREE had been increased from $1,500,000. to $2,200.000.

30. Mr. Muller reported the corporation had received advice from Reliance Pictures, Inc. that the assignment to Bank of America on LET EM HAVE IT, RED SALUTE, MELODY LINGERS ON and LAST OF THE MOHICANS had been increased from $500,000. to $800,000.

31. Mr. Muller reported under date of February 17, 1936, the corporation had written to Joe Moskowitz, 20th Century Fox Film Corporation, and requested payment of $13,407.77 which represented 75% of the loss on RETURN OF BULLDOG DRUMMOND as of February 1st, 1936. Although Mr. Muller had telephoned Mr. Moskowitz a number of times since the letter was written he merely stated that he was taking the matter up with Fox and would phone Mr. Muller as he had some information. The quickest way to get results, Mr. Muller stated would be to deduct the amount due from the next film rental check payable to Twentieth Century Fox Film Corporation.

The Committee voted to hold this matter in abeyance for two weeks.

LAW OFFICES OF
LOYD WRIGHT
SUITE 1125-1130 BOARD OF TRADE BUILDING
111 WEST SEVENTH STREET
LOS ANGELES, CAL.
TRINITY 3361

LOYD WRIGHT
CHARLES E. MILLIKAN
RICHARD M. GOLDWATER
HERSCHEL B. GREEN
S. EARL WRIGHT

May 6th, 1936.

Mr. Leo Samuels,
1041 N. Formosa Avenue,
Hollywood, California.

Dear Leo:-

I am enclosing herewith copy of the minutes of the Executive Committee of April 9th. I call your specific attention to items 31 and 32, which are not correct, and which I have twice advised Mr. Raftery about.

What actually happened was that I waid I would like to have a ratification of the signature, but it was not necessary for an authorization, as I had signed under instruction of the Board of Directors. That is the way the minutes should read, because in our confidential minutes I was authorized and instructed to execute all papers necessary, on behalf of the company, so that the Pickford-Lasky deal could be consummated.

Sincerely yours,

Loyd.

LW/AG
Enc-

32. Mr. Loyd Wright then asked the authority of the Committee to execute a certain acceptance of assignment by United Artists Corporation wherein and whereby Mary Pickford had assigned to Pickford-Lasky Prod. Inc her right to distribute certain photoplays through United Artists Corporation, reserving to the Pickford Corporation the right to distribute the remaining photoplays up to twelve per annum.

This matter was thoroughly discussed and it was the consensus of opinion of the meeting that this was a matter to be authorized by the Board rather than by the Executive Committee.

33. Mr. Wright stated he had received the approval of the directors and would proceed accordingly.

34. There then was presented to the meeting a group of contracts which were signed on behalf of the corporation by Mr. Guedalla in London. These contracts were as follows:

(a) Contract dated February 5,1936, between Trafalgar Film Productions, Ltd. and Max Schach and the United Artists Corporation having to do with six (6) British Quota Pictures for most of the countries of the world, except United States and Canada.

(b) Contract dated February 29,1936, between Capitol Film Corporation Ltd. and United Artists Corporation having to do with five (5) photoplays for most of the countries of the world, except United States of America, British Isles and Australasia, and one (1) photoplay for India and Malaya;

(c) Contract dated February 17th,1936, between British Cine Alliance, Ltd. etc. and Criterior Film Productions having to do with two Britishquota pictures for most of the world except United States and Canada, with an option to distribute in the United States and Canada.

The action of Mr. Guedalla in signing the above contracts on behalf of the United Artists Corporation was ratified and approved, said ratification in turn to be approved at the next meeting of the Board of Directors.

There being no further business before the meeting, the same was on motion duly made and approved, adjourned.

Edward C. Raftery, Secretary.

ACCOUNTS RECEIVABLE FROM EXHIBITORS

AS AT MARCH 28th, 1936

		TOTAL ACCOUNTS RECEIVABLE	FOUR WEEKS OLD
United States		$ 156,072.46	$ 30,396.20
Canada		7,333.64	370.49
Cuba		798.55	418.92
Cristobal		1,153.00	4,832.42
Puerto Rico		1,097.10	949.02
Public	RED	281.73	
Lowes		222,058.19	
Warners	RED	559.77	
Theatre Circuit		55,620.85	
RKO		8,990.13	
Fox	RED	213.32	
Miscellaneous		211.15	
		$ 452,280.25	$ 36,967.05

May 4th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICES OF THE CORPORATION AT ....729 SEVENTH AVENUE NEW YORK CITY, ON THE 4TH DAY OF MAY, 1936.

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The regular meeting of the Executive Committee of the United Artists Corporation was held on the 4th day of May, 1936, at the offices of the Corporation, at 729 Seventh Avenue, New York City, at 10.30 A.M.

There were present:

NATHAN BURKAN
GUY CARY
JAMES MULVEY
EDWARD C. RAFTERY

being all members of the Executive Committee;

DENNIS F. O'BRIEN
(General Counsel of the Corporation)
GEORGE J. SCHAEFER
(General Manager of distribution in the domestic field)
HARRY D. BUCKLEY,
(Vice-President)
EMANUEL SILVERSTONE
(representing Alexander Korda)
ARTHUR W. KELLY
(Vice-President)

and for part of the meeting:

HARRY MULLER
(Asst.Sec. and Treas.)

Mr. Nathan Burkan acted as Chairman of the meeting and Mr. Edward C. Raftery acted as Secretary.

1. Mr. Kelly reported to the meeting that he had received word from London regarding the following contracts:

(a) March 20,1936, Contract with Tricolor Film, Budapest, Hungary, for Third Series of Disneys;

(b) March 16,1936, Contract with Haas Kleinlein, Jugoslavia, on "MODERN TIMES".

(c) Contract of November 10,1935, between London Films and Europa, Berlin, on "ELEPHANT BOY" and GHOST GOES WEST", rights for Germany.

(d) Contract of March 10,1936, with Cine Alliance Hellenique, Athens, on "MODERN TIMES".

(e) London Films and Europa, Germany, January 24, 1936, giving rights on "MIRACLES" and "CONQUEST OF THE AIR" for Germany;

(f) March 31,1935, between Export Company and Theatre Royal, Sofia, Bulgaria, covering distribution of "BARBARY COAST", "DARK ANGEL", "AMATEUR GENTLEMAN" and "LET EM HAVE IT".

(g) March 25,1936, between Export Company and National Film Corporation, Warsaw, Poland, covering distribution of "GHOST GOES WEST".

(h) February 20,1936, between Export Company and Sawdayee and Messayeh, Baghdad, Iraq. covering distribution of "MODERN TIMES", for Persia and Iraq.

2. Mr. Kelly then reported to the meeting that he had received a letter from Mr. Seidleman of Columbia Pictures Corporation, claiming that the United Artists Corporation had not properly reported on the distribution of Columbia Pictures in Spain and claiming that it had not properly distributed Columbia pictures in Spain, and making several other claims based upon the defalcation of the United Artists Corporation's manager in Spain.

Mr. Seidleman had requested a conference with Mr. Kelly and Mr. Kelly was instructed to meet with Mr. Seidleman and see what Mr. Seidleman's claims really were and then make a report to Mr. Silverstone and await Mr. Silverstone's report and comments, and report back to the Executive Committee at a later date so that the matter would be properly canvassed after a full investigation.

3. Mr. Kelly stated that he had received a letter from Mr. Neil McCarthy representing Caddo Company, requesting that the United Artists Corporation release its distribution rights on the various Caddo pictures for the rest of the world.

Mr. Kelly had made a survey of the unplayedcontracts on all Caddo pictures throughout the world and found that they were negligible. He was also requested to write Mr. Silverstone regarding the matter and report back at a later date.

4. Mr. Raftery then read to the meeting a letter he had received from Mr. Joseph M. Schenck of the 20th Century Fox Pictures Corp. on the matter of returning to 20th Century Fox the distribution rights of a number of 20th Century photoplays in the territories for which United Artists Corporation had determined it would not be feasible to attempt distribution.

In the discussion of this matter, it was brought out that a full report of the 20th Century situation had been sent to Mr. Silverstone and we were awaiting a reply on each situation.

5. The next matter discussed was the Walt Disney situation.

Mr. Raftery read a letter to the meeting which he had written to Mr. Roy Disney under date of April 10, and also the reply which had been received from Mr. Roy Disney.

5. (a) Mr. Buckley then presented to the meeting a letter which the corporation had received from Mr. Roy Disney suggesting a release by the United Artists Corporation of its right to distribute the Fourth Series of Disney Shorts, and in consideration thereof Mr. Disney agreed to pay $180,000., the letter not stating the manner of payment.

A full discussion was had and it was the general consensus of opinion that the offer should be rejected and that the Committee's opinion should be referred to the Board of Directors.

6. Mr. Buckley then reported to the meeting that the Corporation had accepted an assignment made by Samuel Goldwyn to the Bank of America of the earnings of the Sam Goldwyn pictures, the assignment being in the usual form.

7. Mr. Dennis F. O'Brien then reported to the meeting the matter of the new Federal assessment covering the year 1931; that Mr. O'Brien was engaged at the moment in the preparation of a protest against the proposed tax and as soon as the protest was completed he would furnish copies to the members for their consideration; that the principal item in this assessment is a tax on undistributed surplus covering the year 1931, and that this amounts to $519,050.58.

8. Mr. Kelly then reported regarding the fact that Columbia does not wish to further protest the tax in India and that it has authorized the United Artists Corporation to compromise the matter by paying 5% of the transmittals as taxable income.

The Committee directed Mr. Kelly to confer with counsel and prepare the necessary papers so that the rights of the United Artists Corporation would be properly protected.

9. Mr. Kelly then reported that he had an opportunity to enter into an agreement with James Fitzpatrick for twelve (12) pictures for distribution South of the Rio Grande, and for India, Australia, and Indo-China, on very favorable terms; that for the territory south of the Rio Grande he could purchase the entire distribution rights for $1500 per picture and for the remaining territory on a 50/50 basis; the entire cost of prints and other charges would come out of the Producer's share.

Mr. Kelly explained that he needed the product for this particular territory, and it was the consensus

of opinion of the Committee that Mr. Kelly should proceed with negotiations for the consummation of such an agreement.

10. Mr. Buckley then reported that the corporation had incurred certain expenses in connection with the William S. Hart trial in connection with Mr. Moyer and Mr. Hines' appearance as witnesses, and that this particular expense had been paid.

11. Mr. Buckley then reported regarding the expense of the strike of the employees in the New York Exchanges and he was authorized to contribute the United Artists' pro-rata share of such expenses.

12. A bill for $375.80 for services rendered in the Washington State Tax case, by Bauman, Oldham, Cohen and Jarvis was approved and directed paid.

13. Mr. Schaefer stated he had received a request from the producers of "WHITE ZOMBIE" for a release by the United Artists Corporation of its distribution rights. It was reported to the meeting that the United Artists Corporation had recouped all advances made on said photoplay and it was the unanimous opinion of the meeting that the distribution rights should be released immediately.

14. Mr. Raftery made a report regarding the trial of the Hart case which resulted in a verdict of $85,000. in favor of Mr. Hart against the Corporation.

Mr. Raftery was directed to secure the necessary appeal bond and proceed with all possible speed with the appeal in said action.

15. Mr. Schaefer also made a report regarding activities of the New York Film Board of Trade and it was unanimously approved that the New York City Exchange continue to belong to said board.

16. Mr. Muller also reported that he had received a letter from Mr. Archibald signed by London Film Productions, Limited, and Alexander Korda in which it was

agreed that the schedule in Mr. Korda's contract be modified so that under the column headed "U.S." opposite the word "Duty", the figures would read:

Producer 75%
Distributor 25%

It was ordered that the proper officers of the Corporation execute said letter.

18. Mr. Muller also reported that he had received an assignment from the Bank of America National Trust & Savings Association of the proceeds of "ONE RAINY AFTERNOON" and "THE GAY DESPERADO", as security for the repayment of loans in the aggregate amount of $500,000. Counsel was directed to examine the correspondence and if it was in the usual form to have it signed and returned to the Bank of America.

19. Mr. Burkan then reported that he had received a cablegram from Guthrie Korda copy of which is annexed hereto and that he had sent to Miss Pickford a copy of said telegram and received from her an answer, copy of which is annexed hereto.

After discussion of this matter this matter was directed to be referred to the Board of Directors.

There being no further business before the meeting the same was on motion duly made and carried, adjourned.

EDWARD C. RAFTERY,

Secretary.

COPY

L805J 117 K/33 29 1936 APR 29 PM 11.23
LONDON
NATHAN BURKAN, 1450 Broadway, New York.

United Artists Executive Committee meeting Ninth April stop is reported in minutes point thirtytwo resolved to give Miss Pickford right to distribute twelve pictures stop our agreement with United Artists based on full and unqualified equality with every owner member stop if Miss Pickford has as resolved the right for twelve pictures distribution London Film must have same right stop rightfully surprised not being consulted before such important resolution passed and beg you to propose resolution that on basic principle of equality number of pictures we have right to distribute is raised to same number as for Miss Pickford stop beg you to stress this point as regard it as basic and vital matter stop please cable.

Guthrie Korda

Copy
SU 576 225 NL 1.162 1936 May 4 AM 2 22 3
Bevely Hills Calif.2

Nathan Burkan 1450 Broadway NYC

Relative cable from Korda stop as you will recall the question of number of pictures he was to release was thoroughly discussed here at the time his contract was entered into stop at the same time he was fully advised as to the number each of the other stockholder producers had the privilege of releasing and that the new contracts were to be for the same number stop I am therefore greatly surprised at the contents his cable stop he should also be informed that resolution dealing with new contracts which include mine was passed last summer before he was elected a director and that no new resolution has been passed other than to approve my transaction with Pickford Lasky stop received a letter from Mr.Mulvey questioning my transaction with Pickford Lasky Company stop I appreciate his interest and frankness in matter but this was thoroughly discussed with the other stockholder directors and they were satisfied with it and authorized my proceeding with it stop as chairman of the Executive Committee will you please advise the committee this wire and also that at the next meeting of the Board here I will present both communications stop in the meantime be assured what has been done has been not only discussed with my partners personally but also has received their approval stop best regards

MARY PICKFORD.

ATTORNEYS & COUNSELLORS AT LAW

DENNIS F. O'BRIEN
ARTHUR F. DRISCOLL
EDWARD C. RAFTERY

O'BRIEN, DRISCOLL & RAFTERY
LAW OFFICES
KNICKERBOCKER BUILDING
152 WEST 42ND STREET
NEW YORK CITY
CABLE ADDRESS "OBMADRIS"

ARTHUR R. WALSH
BENJAMIN PEPPER
EDWARD J. CLARKE
PAUL D. O'BRIEN
SIDNEY G. ROSENBLOOM
T. NEWMAN LAWLER
ALTON S. WOLFERT
MILTON M. ROSENBLOOM
AUBREY SCHENCK

IN RE

May 16th, 1936.

RECEIVED
MAY 19 193
LOYD WRIGHT'S OFFICE

Mr. Loyd Wright
111 West 7th Street
Los Angeles, California.

Dear Loyd:

In re: Executive Committee Meeting May 4th.

Item #7 I failed to include authority to the proper officer to sign the agreement to extend the Statute of Limitations one year up to June 30th, 1937.

This was the purpose of Mr. O'Brien bringing the matter to the attention of the meeting and authorization was given at the meeting for said purpose.

Will you please therefore consider the minutes amended to include such authorization and at our next meeting I will present the proper resolution for incorporation therein.

Very truly yours,

ECR:DB

May 28th, 1936

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK CITY, ON THE 28TH DAY OF MAY, 1936.

The regular meeting of the Executive Committee of the United Artists Corporation was held on the 28th day of May, 1936, at the offices of the Corporation, at 729 Seventh Avenue, New York City, at 10:30 A.M.

There were present:

NATHAN BURKAN
GUY CARY
JAMES MULVEY
EDWARD C. RAFTERY

All members of the Executive Committee;

MAURICE SILVERSTONE
DENNIS F. O'BRIEN (General Counsel for the Corporation)
GEORGE J.SCHAEFER (General Manager of distribution in the domestic field)
HARRY D.BUCKLEY (Vice-President)
EMANUEL SILVERSTONE (representing Alexander Korda)
ARTHUR W.KELLY (Vice-President)
HARRY MULLER (Ass't.Secy.and Treasurer)

Mr. Nathan Burkan acted as Chairman of the meeting and Mr.Edward C.Raftery acted as Secretary.

1. Mr. Raftery reported that the investigation of the situation regarding the request of 20th Century Fox Pictures Corp. to turn back the distribution rights of certain so-called 20th Century pictures in certain foreign territories had been completed; that he had received from Mr. Maurice Silverstone a chart of each of the territories under consideration; and that Mr.Silverstone had recommended that these rights be turned back to 20th Century-Fox Pictures Corp.

It was thereupon regularly moved, seconded and unanimously adopted that these rights be returned to 20th Century-Fox Pictures Corp. and that proper papers be prepared by counsel to cover the situation.

2. Mr. Raftery then reported that an action had been commenced in the United States District Court for the Southern District of New York by one Wallace Irwin, claiming that the London Film photoplay "Ghost Goes West" was a plagiarized version of his copyrighted story "Transplanted Ghost". Mr. Raftery reported that United Artists Corporation had been served, appearance noted, notice duly given to London Films Productions, Ltd. and Alexander Korda as required by our distribution contract, copies of the notices and the pleadings sent to Nathan Burkan, counsel for Alexander Korda, and duplicate copies sent to Emanuel Silverstone, New York representative of London Films Productions, Ltd., and that an answer had been prepared for United Artists Corporation. Mr. Burkan stated his wish that no steps be taken in the defense of the action without consultation with his office.

3. Mr. Raftery then reported that one George Gordon Fear was serving notices on all exhibitors that the prints made at the Metro Laboratory infringed a patent of which he was the owner, and that exhibitors were demanding indemnity agreements in connection with the playing of pictures. Mr. Raftery stated that he had investigated Mr. Fear's claim through Metro and that Metro expected to adjust the matter within the next week. If not, it was their intention to begin a suit against Fear to restrain him from interfering with their customers.

4. Mr. Raftery also reported that he had just received a telegram from counsel at Atlanta that the Supreme Court of Georgia had affirmed the lower court's decision in the case of Wometco Theatres against United Artists, the lower court having dismissed plaintiff's complaint.

5. Mr. Raftery then asked that a resolution be passed amending Resolution 7 of the meeting of May 4th so as to include authority to the proper officer of the corporation to sign the agreement to extend the Statute of Limitations for one year up to June 30th, 1937, in connection with the 1931 deficiency tax of $519,050.58 which the Government sought to levy against the corporation for that year. It was so moved.

6. Mr. Kelly then reported that the agreement between Columbia Pictures Corporation and United Artists Corporation settling the Spanish dispute and turning back the distribution rights for Spain of certain Columbia pictures had been completed and the agreement executed; that the only item which United Artists Corporation was bound to account for was moneys actually collected from exhibitors and not paid

to Columbia; and that otherwise all claims between the parties were released.

7. Mr.Kelly then reported that the India income tax authorities had made demand on the corporation claiming the Government's right to tax money sent to producers from rentals in India; that the company's lawyers and auditors in India are handling the matter and that they intend to keep the corporation advised of every move.

8. Mr. Kelly then made a report regarding the ERPI new domestic contract; that Paramount had concluded its agreement; that Warner Bros. had concluded its agreement; that the Metro agreement was practically ready to sign; and that in the negotiations United Artists Corporation, seeking to dispose of the contested claims of ERPI, had worked out a new arrangement regarding dubbing, dubbed versions, trailers, duplicate royalties, and the other many points that had been in dispute between the parties. He reported that United Artists Corporation had tried to eliminate the short subject provision regarding guarantees, etc. and had tried to limit the guarantee of $50,000. irrespective of the number of pictures distributed by United Artists Corporation; that as soon as the document was prepared it would be submitted to counsel for consideration and a further report given to the Executive Committee.

9. Mr.Kelly then brought to the attention of the meeting the Disney situation, first reporting that Disney had given blanket instructions on domestic sales in his letter of May 15th to Mr.Schaefer. This letter also carried blanket instructions which would apply to the foreign territories. Mr.Kelly felt that in view of Disney's desire to place a representative in the home office for the purpose of approving United States contracts, and in the London office for the purpose of approving English contracts, plus Disney's assertion that it had the right to approve licensed agency deals as well as outright sales deals, that it would be good business for the corporation to give Mr. Disney the right of approval of every contract provided he places a representative in each particular territory for this purpose. After discussion it was the sense of the meeting that such rights should be given but that Mr.Disney should be notified that blanket instructions could not be accepted as it would make selling impossible. Counsel was directed to prepare such notice for signature by Mr.Schaefer.

10. Mr. Buckley then reported to the meeting that the corporation had received the following notices of

assignment of earnings to the Bank of America National Trust & Savings Association - Selznick International Pictures, Inc., Reliance Pictures, Inc., Walt Disney Productions, Inc. and Pickford-Lasky Corporation; that these assignments had been accepted and filed.

11. Mr. Buckley then asked for authority to pay Mr. Louis Budner the sum of $980, representing the stenographer's fees in the William S.Hart trial, which was granted.

12. Mr.Buckley then asked for authority to loan Mr. Norris Wilcox the sum of $250, to be repaid at the rate of $25. a week. It was so ordered.

13. Mr. Muller then presented to the meeting an estimated profit statement for the four month period ending May 2nd, 1936,which showed an estimated profit for the period of $617,000.

14. Mr. Muller then reported that on May 9th, 1936, the corporation received a cable from London advising that London office had sold for the account of our future commissions 60,000 English points, at the rate of $4.98 13/16.

15. Mr. Muller also asked approval of the following items which Price Waterhouse & Co. had requested in connection with the audit for 1935:-

(a) Write-off of the capital stock of Les Artistes Associes amounting to $1,975. and of $364,017.74 due on open account, the same being equal in amount to the deficit of Les Artistes Associes at December 28,1935.

(b) Write-off of accounts receivable from Mundus Distributing Corporation in the amount of $29,085.72 due on open account,the same being equal to the deficit of Mundus Distributing Corporation at December 28,1935.

(c) Fidelity Insurance reserve $12,000. per year. The following is the language of the Minutes of the Board of Directors of 2/9/34:-

"Mr.Kelly made a report to the meeting concerning experiences of the corporation in insuring the honesty of its employees particularly in foreign countries,and a memorandum was presented to the meeting setting forth the amount that had been paid for premiums and the amount that had been collected from insurance companies, and recommended to the meeting that the corporation establish its own insurance fund by a payment into that

fund in the amount of $10,000.00 a year in lieu of seeking indemnity insurance with insurance corporations, as it has done in the past. There was an extended discussion of the whole matter by those present, and a motion was made by Mr. Buckley, seconded by Mr. Mulvey, that the officers of the corporation proceed to establish such insurance fund, the details of which were to be worked out by Mr. Philips, Treasurer, and Mr. Kelly, Vice-President."

It was moved, therefore, that because the corporation was setting up $12,000. per year, that this additional resolution setting up $12,000. for Fidelity Insurance be approved.

(d) Regarding the New Trade Paper Advertising Clause, it was the recommendation of the meeting that this clause should be effective with "Dark Angel" and all subsequent pictures, and that the Board of Directors should pass a resolution clarifying the situation if one has not already been passed.

(e) Acquisition during 1935 of five shares of United Artists Corporation of Puerto Rico for $500.00.

(f) Acquisition during 1935 of five shares of U.A.South American Corporation for $1,000.

(g) Acquisition during 1935 of five shares of U.A. of Brazil, Inc., for $10,000.00.

(h) Acquisition during 1935 of five shares of United Artists Corporation of Japan for $30,000.00.

(i) Acquisition during 1935 of 400 shares of capital stock of Los Artistas Associados (Spain) for 200,000 Spanish pesetas or $27,482.62.

(j) Sale to United Artists Corporation of Japan of assets of Japanese Branch as at 1/1/35 for the value shown by the books at that date.

(k) Sale to Los Artistas Associados of assets of Spanish Branch as at 6/29/35 for the value shown by the books at that date.

(l) Sale to U.A.of Brazil, Inc. of assets of Brazilian Branch as at 12/29/34 for the value shown by the books at that date.

16. Mr.Schaefer then brought up the situation regarding the commencement date of the producer's obligation to furnish two hundred thirty-six prints. It was recommended at the meeting that the starting point shall be with the photoplay "Little Lord Fauntleroy" and should apply to all photoplays released thereafter. The resolution heretofore passed at the Board of Directors' meeting was ambiguous as to commencement date, and counsel was directed to prepare a notice to the directors requesting that the resolution be amended to clarify the commencement date.

17. Mr.Schaefer then brought up a point which we should take into consideration in all future negotiations with producers, to wit, the cost of checking engagements on percentage pictures. After discussion, it was the consensus of opinion that in all future contracts with outside producers this should be considered, and a clause providing that this cost be shared between the producer and distributor in the percentage in which the parties share film rental should be inserted in all contracts.

18. Mr. Silverstone reported to the meeting that he had in his possession agreements for the distribution of a series of Elizabeth Bergner pictures; that they were all executed by Miss Bergner; and that it was his intention to have them executed by Miss Pickford on behalf of the corporation.

19. Mr.Silverstone also reported that he had in his possession an agreement with London Films for two Pommer pictures.

20. There was then presented to the meeting the modification agreement with London Films which had been duly executed, and the modification agreement covering duty for the United States on prints and negatives. These agreements having been approved by counsel, it was moved that they be executed by the proper officers.

21. Mr.Raftery then reported that the corporation had received from Mr.Silverstone a copy of resolution to be passed by the Board of Directors of the Delaware company in connection with the Franco-American taxation treaty.

Mr.Silverstone recommended that the form prepared by Coudert Freres and approved by Price Waterhouse be executed. It was regularly moved, seconded and unanimously agreed that this form be executed by Mr.Arthur W.Kelly, vice-president.

There being no further business before the meeting, the same was on motion duly made and carried, adjourned.

EDWARD C.RAFTERY

MINUTES OF REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

UNITED ARTISTS CORPORATION.

The Board of Directors of United Artists Corporation met in regular session, pursuant to the attached waiver of notice, as provided for in the By-Laws, at the hour of 2:00 o'clock P. M., on Tuesday, June 2nd, 1936, at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that Directors Mary Pickford, Douglas Fairbanks and Abraham Lehr were present. There were also present, Loyd Wright, Secretary of the corporation, and Leo F. Samuels.

The Secretary presented to the Board a request that he had received from the New York office, with reference to the corporation placing itself under the regime provided by Article Six of the Treaty signed between France and the United States of America, under date of April 27th, 1932.

After discussion it was moved, seconded and unanimously carried as follows:

RESOLVED, that it is to the interest of the company to place itself under the regime provided by Article Six of the Treaty signed between France and the United States of America, under date of April 27th, 1932;

RESOLVED, that Mr. Arthur W. Kelly, Vice-President of the above named company, be authorized, and he is hereby authorized to make all necessary Declarations to the French Fiscal Authorities, and in particular to sign the Declarations provided in Article Six of said Treaty;

IT IS FURTHER RESOLVED, that the Secretary of this company be, and he is hereby authorized to deliver any and all copies of the above resolution, and to sign any proper certification thereof.

There being no further business, the meeting adjourned.

Mary Pickford
Vice-President.

Attest:
Loyd Wright,
Secretary.

WAIVER.

WE, THE UNDERSIGNED, being and constituting all of the Directors of the United Artists Corporation, hereby a cknowledge that we waived notice of the regular meeting of the Board of Directors held on June 2nd, 1936, at 1041 North Formosa Avenue, Hollywood, California, and each of the undersigned ratifies, approves and confirms the foregoing minutes of said meeting as a true and correct recitation of the proceedings had thereat.

Alexander Korda

Mary Pickford

Charles Chaplin

Douglas Fairbanks

Telegrams: Londoflim Telex Denham Cablegrams: Londoflim Denham
Telephone: Denham 2345

LONDON FILM

LONDON FILM PRODUCTIONS LIMITED
DENHAM UXBRIDGE MIDDLESEX

★

Directors:
Alexander Korda (Hungarian), Chairman and Managing Director,
Sir Connop Guthrie, Bart., K.B.E.,
H. A. Holmes, Edward Stevinson, John Richard Sutro,
C. Holmes Brand.

★

8th Jul. 1936

Mr. Loyd Wright,
Board of Trade Building,
111, West Seventh Street,
LOS ANGELES.
California.

Dear Mr. Loyd Wright, UNITED ARTISTS CORPORATION

Herewith I consent to the meeting and approve the Minutes of the meeting of the Board of Directors held on June 2nd. 1936.

Yours sincerely,

Alexander

ALEXANDER KORDA.

June 5th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE NEW YORK CITY, JUNE 5TH, 1936.

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The regular meeting of the Executive Committee of the United Artists Corporation was held on the 5th day of June, 1936, at the offices of the corporation, at 729 Seventh Avenue, New York City, at 10.30 A.M.

There were present:

James Mulvey
Guy Cary
Edward C. Raftery

all members of the Executive Committee, and

Maurice Silverstone
Dennis F.O'Brien (General Counsel for the Corporation
George J.Schaefer (General Manager of distribution, domestic field
Harry D. Buckley (Vice-President
Emanuel Silverstone (representing Alexander Korda
Arthur W. Kelly (Vice-President
Harry Muller (Asst Secy and Treas.

Mr. Mulvey acted as Chairman of the meeting and Mr.Raftery as secretary.

1. Mr. Buckley asked approval of the loan of $500. to Mr. Al Hoffman, Sales Manager, Denver, Col. which was to be repaid at the rate of $25. per week. It was so ordered.

2. Mr. Buckley asked approval of the loan of $150. to Sam Rifkin to be repaid at the rate of $10 a week. It was so ordered.

3. Mr. Kelly reported to the meeting that he had received word from Les Artistes Associes of Paris, of the cancellation of the agreement with Les Filmes Artistique, Paris, dated November 21st, 1935, and an option agreement for the distribution of the film to be produced by Les Filmes Artistique, some time between May 20th, 1936, and June, 1937, under the same terms as provided in the contract dated November 21st, 1935.

4. Mr. Kelly also reported that an agreement had been

entered into with Mario Luporini for distribution rights in Italy on the following pictures:

11 Goldwyn Productions	1 Pickford Lasky Productio
3 Selznick Productions	4 Walter Wanter "
3 Reliance Productions	1 Criterion "
3rd Series Disneys	

5. Mr. Kelly also reported that Disney had withdrawn in writing his instructions of May 15th, 1936, regarding the general method of selling Disney Fourth Series Shorts and that a letter agreement had been prepared by counsel for the corporation embodying such withdrawal; that such agreements were in letter form and are attached hereto.

6. Mr. Schaefer reported to the meeting that he had received from Miss Pickford a telegram, copy of which is annexed to the minutes, approving the Douglas Fairbanks Jr. B. picture.

7. Mr. Schaefer also reported that he and other executives had pre-viewed "FORGET ME NOT" and had reported to Mr.Korda that it would be unwise to release the picture in the United States at this time and were awaiting Mr. Korda's approval.

8. Mr.Muller then asked authority of the Committee to pay the sum of $110.59 representing United Artists pro rata share of bill for legal services and expenses amounting to $1525.33 in the Vern S. Brown case, Omaha. The Committee unanimously approved payment.

9. Mr. Muller stated that he had received the following cable from London:

> "Have possibility transferring our Lira account Italy into dollars or pounds through compensation agreement but probably discount twenty to thirty percent stop please advise if producers will accept such rate."

At the date of the latest report, Mr.Muller stated, March 28,1936, there was cash in the bank of Lira 1,700,000. Export and Delaware are creditors of the Italian agency to the extent of approximately 25%. The other 75% is due Producers. All Producers except Mr. Samuel Goldwyn and Disney are willing to accept the discount. Mr. Muller inquired as to whether the Executive Committee approved of this discount for whatever portion can be transferred on account of Export and Delaware.

The Executive Committee unanimously approved this discount on whatever portion can be transferred on account of Export and Delaware.

10. Mr.Muller also stated that in connection with the noiseless recording patent suit in Denmark $545.00 was incurred for legal expenses. Mr.Murray Silverstone feels certain that Erpi must bear this legal expense. Mr. Raftery stated that this matter should be referred to the Committee attempting to straighten out the matters with Erpi, to wit, Mr.Buckley and Mr. Kelly.

11. Mr.Muller reported that Mr. Charles Schwartz had presented to him a copy of his memorandum to Mr. Nathan Burkan concerning the withholding of income tax (U.S.) from payments to foreign producers. Mr. Raftery stated that under date of October 11th, a memorandum had been prepared and sent to the various parties interested concerning this problem.

12. Mr.Silverstone reported that the Korda situation had been attended to by the filing of reports.

Mr.Muller was instructed to communicate with William Fitelson regarding this matter.

13. There was a long discussion regarding the corporate set up in England and of the recommendations that would be made to the Board of Directors regarding the financing of the Wanger contract. It was decided that at the present the Committee would carefully study the situation and discuss it at a future meeting.

14. Mr. Raftery then stated that he wished to correct item #8 of the previous meeting of May 28th to read as follows:

"Mr. Buckley and Mr.Kelly made a report regarding the ERPI domestic contract. After the report they were urged to work out a new arrangement regarding dubbing, dubbed versions, trailers, duplicate royalties, and all the other disputed points, eliminating the short subject provision regarding guarantees, if possible, and to try to limit the guarantee of $50,000. irrespective of the number of pictures distributed by the United Artists Corporation, being further instructed from time to time as the occasion arose."

There being no further business before the meeting the same was on motion duly made and carried, adjourned.

EDWARD C. RAFTERY

June 4, 1936.

Mr. George Schaefer, Vice President
United Artists Corporation
729 Seventh Avenue
New York.

Dear Mr. Schaefer:

Under date of May 15th among other things I wrote you as follows:

"It is our wish that you do not accept contracts in any situation on the fourth series for less money than was received for the pictures of the third series. We very definitely ask that you adopt this as a definite policy with respect to our product, and to advise both domestic and foreign offices to this effect."

After a conference between Roy O.Disney, Arthur W. Kelly, George Schaefer and Murry Silverstone, the undersigned realizes the direction is not practical and for that reason it is hereby rescinded.

Kindest regards,

Very truly yours,
WALT DISNEY PRODUCTIONS, LTD.

by ROY O. DISNEY

June 4, 1936.

Walt Disney Productions, ltd.
2719 Hyperion Avenue
Hollywood, California.

Attn: Mr Roy O. Disney.

Dear Mr. Disney:

This is to acknowledge receipt of your letter of today's date in which you rescind the instructions given in your letter of May 15, 1936.

Please be advised that we will henceforth recognize your right to approve or reject all so-called licensee agency deals, such right of approval or rejection to be exercised by your representative at London, England. We will follow your directions in the so-called licensee agency territories and/or outright sale territories as to the type of deal you wish made, if such deal can be made.

Of course our recognition of this right in no way affects your right of approval of so-called outright sales as provided in the contract.

We understand that you are placing a representative in New York to approve domestic contracts and a representative in England to approve the so-called English contracts. In addition, if you wish, you may place a representative in Sydney, Australia, for the purpose of approving or rejecting Australian contracts.

If you wish to place a representative in any of the Home offices of any of our directly owned Exchanges in the world for the purpose of approving or rejecting contracts we will, on request, extend you that right whenever you see fit to do so.

In all other respects, except as herein modified, the existing distribution contracts between your company and the undersigned shall remain in full force and effect.

Yours very truly
UNITED ARTISTS CORPORATION

G.J.SCHAEFER
VICE PRESIDENT

ACCEPTED

BY:

COPY

WESTERN UNION

June 2 1936

DOUGLAS FAIRBANKS JUNIOR
UNARTISCO
LONDON ENGLAND

REQUEST CONTAINED IN YOUR TELEGRAM APRIL TWENTYTHIRD TO RELEASE YOUR PICTURE ACCUSED WITHOUT SUBMITTING STORY TO UNITED ARTISTS BOARD OF DIRECTORS IS GRANTED AND IT WILL BE CONSIDERED ONE OF THE TWO PICTURES CONTRACTED PER ANNUM THROUGH OUR ORGANIZATION STOP THIS IS WITH THE DISTINCT UNDERSTANDING THAT GRANTING PERMISSION AT THIS TIME WITHOUT YOUR COMPLYING WITH TERMS OF CONTRACT DOES NOT SET A PRECEDENT AND IS IN RELIANCE UPON YOUR GOOD JUDGMENT AND BECAUSE OF TIME ELEMENT AND THAT WE WILL BE UNABLE TO GRANT SIMILAR REQUESTS IN FUTURE WITHOUT YOUR FIRST SUBMITTING CAST AND STORY TO BOARD OF DIRECTORS AND COMPLYING WITH OTHER TERMS OF CONTRACT STOP GOOD LUCK AND BEST REGARDS

UNITED ARTISTS

BY MARY PICKFORD

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES.)

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on June 15th, 1936, send a notice of the time and place of a special meeting of the stockholders of said corporation, to be held on June 18th, 1936, said notice having been sent to each stockholder of said corporation; that said notice was sent by telegram as required by the By-Laws of said corporation, and that a true copy of said notice is hereunto annexed to this affidavit.

Loyd Wright.

SUBSCRIBED AND SWORN TO before me this 15th day of June, 1936.

Anita Barrett

Notary Public in and for said County and State.

BY DIRECT WIRE FROM

WESTERN UNION

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable sign above or preceding the address.

SIGNS

DL = Day Letter
NM = Night Message
NL = Night Letter
LC = Deferred Cable
NLT = Cable Night Letter
Ship Radiogram

NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT — R. B. WHITE, PRESIDENT

The filing time as shown in the date line on full-rate telegrams and day letters, and the time of receipt at destination as shown on all messages, is STANDARD TIME.

SC22 TWS COLLECT 3=NEWYORK NY JUNE 18 1936 1048A

ABRAHAM LEHR,

SAMUEL GOLDWYN=WUX LOSA=

I HEREBY NOMINATE AND APPOINT ABRAHAM LEHR MY TRUE AND LAWFUL ATTORNEY AND PROXY FOR ME AND IN MY NAME AT THE MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION TO BE HELD TODAY AT LOSANGELES CALIFORNIA FOR THE PURPOSE OF ELECTING A DIRECTOR TO SUCCEED THE LATE NATHAN BURKAN TO VOTE UPON THE STOCK OF UNITED ARTISTS CORPORATION STANDING IN MY NAME AS FULLY AS I COULD IF PERSONALLY PRESENT AND ACTING=

SAMUEL GOLDWYN.920A ..

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

CHECK

ACCT'G INFMN.

TIME FILED

R. B. WHITE
PRESIDENT

NEWCOMB CARLTON
CHAIRMAN OF THE BOARD

J. C. WILLEVER
FIRST VICE-PRESIDENT

Send the following message, subject to the terms on back hereof, which are hereby agreed to

June 15th, 1936.

To Western Union:

Please send the attached telegram to the following, straight telegram to those in the United States, and deferred cable to London:

Samuel Goldwyn, Waldorf Astoria Hotel, New York, N. Y;
The Pickford Corporation, 1041 North Formosa Avenue, Hollywood, Calif;
Mr. Charles Chaplin, 1416 North La Brea Ave., Hollywood, Calif;
The Elton Company, 1041 North Formosa Avenue, Hollywood, Calif;
Alexander Korda, c/o London Films, London.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

CHECK

ACCT'G INFMN.

TIME FILED

N. S. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
June 15th, 1936.

This is to advise you that a special meeting of the stockholders of United Artists is hereby called for Thursday, June 18th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California, for the purpose of electing a director to fill the vacancy created by the death of Nathan Burkan.

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Building.

WESTERN UNION GIFT ORDERS SOLVE THE PERPLEXING QUESTION OF WHAT TO GIVE

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS

OF

UNITED ARTISTS CORPORATION.

The stockholders of United Artists Corporation met in special session on Thursday, June 18th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California, pursuant to notice given by the Secretary, all as required by the By-Laws.

Vice-President Mary Pickford assumed the chair and called the meeting to order.

The Secretary presented an affidavit showing that the call had been sent to each stockholder, which affidavit was ordered filed in the minute book next preceding these minutes.

Upon roll call it was ascertained that a quorum was present, in person or by proxy, to-wit: Five thousand (5000) shares out of a total of six thousand (6000) shares outstanding, and that the meeting was competent to proceed.

The minutes of the previous meeting were read and approved as read.

The Chairman presented to the Board a resolution relating to the passing of Mr. Nathan Burkan. Whereupon, it was moved, seconded and unanimously carried, as follows:

"We are sorrowful because of the absence of our dear friend, Nathan Burkan. From the very beginnings of United Artists to the end of his life, he was intimately associated with us. His great energies, brilliant mind and wise counsel were given unreservedly and loyally in helping build the success of this corporation. His influence in our affairs will continue because,

"To live in hearts we leave behind,
Is not to die."

"IT IS THEREFORE RESOLVED, that in the passing of Nathan Burkan, United Artists Corporation has sustained the loss of a dear friend, a wise counsellor and a loyal and devoted Director.

"BE IT FURTHER RESOLVED, that the foregoing statement and these resolutions be incorporated in the permanent minutes of this meeting, and a copy thereof be delivered to Mrs. Nathan Burkan."

Vice-President Mary Pickford then stated that the next order of business was the election of a Director to fill the vacancy caused by the passing of the late Nathan Burkan.

Whereupon, upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that Charles Schwartz be, and he is hereby elected a Director of this corporation, to fill the vacancy created by the death of Mr. Nathan Burkan.

It was then moved, seconded and unanimously carried as follows:

RESOLVED, that George J. Schaefer be, and he is hereby elected a Director of this corporation; and,

B e i t f u r t h e r,

RESOLVED, that George J. Schaefer be, and he is hereby elected a Vice-President of this corporation.

There being no further business, the meeting adjourned.

Mary Pickford
Chairman.

Attest:
Loyd Wright
Secretary.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES.)

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on June 15th, 1936, send a notice of the time and place of a special meeting of the Board of Directors of said corporation, to be held on June 18th, 1936, said notice having been sent to each director of said corporation; that said notice was sent by telegram as required by the By-Laws of said corporation, and that a true copy of said notice is hereunto annexed to this affidavit.

Loyd Wright

SUBSCRIBED AND SWORN to before me this 15th day of June, 1936.

Anita Barrett
Notary Public in and for said County and State.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

To Western Union:

Please send the attached telegram to the following, straight telegram to those in the United States, and deferred cables to London:

Miss Mary Pickford, 1041 North Formosa Avenue, Hollywood, California;
Mr. Charles Chaplin, 1416 North La Brea Avenue, Hollywood, California;
Mr. Abraham Lehr, 1041 North Formosa Avenue, Hollywood, California;
Mr. Douglas Fairbanks, 1041 North Formosa Avenue, Hollywood, California;
Mr. Edward C. Raftery, Knickerbocker Building, New York, N. Y;
Mr. Guy Cary, 55 Wall Street, New York, N. Y;
Mr. James A. Mulvey, 728 Seventh Avenue, New York, N. Y.
Alexander Korda, London Films, London.
Sir Connop Guthrie, London Films, London.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
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Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
June 15th, 1936.

This is to advise that a special meeting of the Directors of United Artists Corporation, is hereby called for Thursday, June 18th, 1936, at the hour of 11:30 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California, for the purpose of discussing various matters that have transpired since the last meeting.

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION.

The Board of Directors of United Artists Corporation met in special session at the hour of 11:30 o'clock A. M., on Thursday, June 18th, 1936, pursuant to call issued by the Secretary, as prescribed by the By-Laws.

Vice-President Mary Pickford assumed the chair, and called the meeting to order, and the Secretary presented the call which was found regular. The Secretary also presented an affidavit showing that the call had been sent to each Director, which affidavit was ordered filed in the minute book next preceding these minutes.

Upon roll call it was ascertained that a quorum was present, to-wit: Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks and Abraham Lehr. There were also present, Mr. Murray Silverstone, Mr. Leo F. Samuels, and Mr. Loyd Wright, Secretary of the company.

The Chairman announced that at the stockholders meeting held just preceding the meeting of the Board of Directors, Mr. George J. Schaefer was elected a Director and Vice-President of this corporation, and that Mr. Charles Schwartz had also been elected a director of the corporation.

Upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that Mr. George J. Schaefer and Mr. Charles Schwartz be, and they are hereby elected members of the Executive Committee of this corporation, until further order of the Board of Directors.

The Secretary called attention of the Directors to the minutes of the meeting of February 29th, 1936, at which meeting the contract between this corporation and George J. Schaefer as General Manager, and likewise the contract between this corporation and Arthur Kelly as executive in charge of foreign sales, with the exception of England and Continental Europe, were presented and passed upon.

Whereupon, it was moved, seconded and unanimously carried, as follows:

RESOLVED, that said minutes of the Directors of this corporation of a meeting held on February 29th, 1936, be, and they are hereby ratified and approved, and the acts therein referred to and accomplished are affirmed, ratified and approved by this corporation.

The Secretary presented the contract of Walter Wanger, dated May 6th, 1936, and the amendment thereto, dated May 28th, 1936, which contract and said amendment were upon motion made, seconded and unanimously carried, approved as follows:

RESOLVED, that that certain contract entered into under date of May 6th, 1936, between this corporation and Walter Wanger, in which other persons were designated as parties, to-wit: Mary Pickford, Charles Chaplin, Douglas Fairbanks, Samuel Goldwyn, Nathan Burkan and Alexander Korda, as amended under date of May 28th, 1936, be and the same is hereby approved, ratified and confirmed.

B e i t f u r t h e r,

RESOLVED, that the acts of the officers of this corporation in executing said Walter Wanger contract and amendment, for and on behalf of this corporation, be and the same are hereby ratified and approved.

There was then presented to the meeting the question of establishing the order of the list of names of producers on paid tradepaper advertising. Whereupon, it was moved, seconded and carried, Mr. Abraham Lehr not voting and instructing the Secretary to so record, as follows:

> RESOLVED, that until further order of this Board of Directors, the order of names or list of names of producers set forth in trade paper advertising shall be alternated.

During the meeting, Mr. John Hay Whitney and Mr. John Wharton explained to the Board of Directors the situation of Pioneer Pictures Company, and after discussion Mr. Whitney was requested to present his proposition in writing, so that the matter could be sent to Mr. Samuel Goldwyn for his consideration. Immediately after the meeting, Mr. Whitney presented his request in writing, in the form set forth in the minute book next succeeding these minutes, and Mr. Whitney was told that without formal action those present were inclined to grant the request, but that they wished to consider it further and discuss it with Mr. Samuel Goldwyn, and agreed to give Mr. Whitney as prompt consideration as was consistent with proper consideration of the matter.

The Vice-President announced that it had been suggested that other matters which were not absolutely urgent, should await the arrival of Mr. Samuel Goldwyn, and that unless some other Director objected thereto, the other matters on the docket would be held over until the next meeting of the Board of Directors.

There being no further business, the meeting adjourned.

Attest: Loyd Wright Secretary. Mary Pickford Chairman.

COPY.

WESTERN UNION.

JUNE 18 1936

NIGHT LETTER

SAMUEL GOLDWYN

DEAR SAM: TO MY GREAT REGRET AND COOPERS TOO THE PIONEER COMPANY FINDS ITSELF UNABLE TO SECURE PERSONALITIES AND PROPERTIES CONSTITUTING SETUPS FOR THE PICTURES OF TYPE WHICH WE WANT TO MAKE AND UNITED ARTISTS WANTS TO RELEASE STOP WE THEREFORE ARE FORCED ABANDON PRODUCTION AND FAIL TO DELIVER ANY PICTURES UNDER OUR CONTRACT WITH UNITED ARTISTS STOP HOWEVER THERE IS A WAY OUT WHICH IF ACCEPTED BY YOU SHOULD RESULT IN ONLY ADVANTAGE TO BOTH SIDES STOP THIS IS AS FOLLOWS WE PROPOSE THAT THE PRESENT CONTRACT BETWEEN PIONEER PICTURES MERIAN C. COOPER AND UNITED ARTISTS BE COMPLETELY CANCELLED PIONEER CEASING TO EXIST AS A PRODUCING COMPANY STOP PIONEER WILL MAKE AVAILABLE FINANCING TO SELZNICK INTERNATIONAL PICTURES WHICH COMPANY WILL EMPLOY COOPER AS PRODUCER WITH DAVID SELZNICK IN CHARGE OF ALL PRODUCTIONS STOP PIONEER WILL AGREE THAT ANY PICTURES COMPLETED PRIOR TO AUGUST THIRTYFIRST NINETEEN HUNDRED THIRTY EIGHT BY MERIAN C. COOPER IN ASSOCIATION WITH DAVID SELZNICK WILL BE DELIVERED TO UNITED ARTISTS WHICH WILL BE ADDITIONAL TO THOSE NOW SPECIFIED IN THE SELZNICK UNITED ARTISTS CONTRACT WHICH REMAINS IN FORCE UNCHANGED STOP YOU MUST KNOW HOW MUCH I HATE TO GIVE UP ANY ENTERPRISE ONCE UNDERTAKEN BUT YOU MUST ALSO APPRECIATE THE IMPOSSIBILITY OF THE PRESENT SITUATION AND THAT NO BUSINESS COULD STAND THE DELAYS NOW ENCOUNTERED WITH NO IMPROVEMENT APPARENT STOP I HOPE THAT YOU WILL BE ABLE TO CONSIDER THIS AND GIVE PROMPT REPLY THAT IT FINDS YOU WELL AND DOES NOT LEAVE YOU ILL KINDEST REGARDS.

JOHN HAY WHITNEY.

THIS WIRE WAS SENT TO JAMES MULVEY IN QUOTES.

June 24th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK CITY, ON THE TWENTY-FOURTH DAY OF JUNE, 1936.

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The regular meeting of the Executive Committee of the United Artists Corporation was held on the 24th day of June, 1936, at the offices of the corporation, at 729 Seventh Avenue, New York City, at 11 o'clock in the morning.

There were present:

GEORGE J. SCHAEFER
JAMES MULVEY
CHARLES SCHWARTZ
EDWARD C. RAFTERY

all members of the Executive Committee; and

MAURICE SILVERSTONE
DENNIS F. O'BRIEN (General Counsel for the Corporation)
HARRY D. BUCKLEY (Vice-president)
ARTHUR W. KELLY (Vice-President)
EMANUEL SILVERSTONE (representing Alexander Korda)

Mr. Schaefer acted as Chairman of the meeting and Mr. Raftery acted as secretary.

1. It was regularly moved, seconded and unanimously adopted that commencing with the first Friday of August, 1936, regular weekly meetings of the Executive Committee of the United Artists Corporation would be held at 11 A.M. at the offices of the corporation, 729 Seventh Avenue, New York City.

2. Mr. Raftery reported that telegraphic notice of the meeting had been sent to Mr. Guy Cary, the remaining member of the Executive Committee at Matapedia, Quebec and that Mr. Cary had replied as follows:

"I WAIVE ALL NOTICE OF MEETING EXECUTIVE COMMITTEE TO BE HELD WEDNESDAY JUNE TWENTYFOURTH".

3. Mr. Raftery then reported that the Appellate

Division of the Supreme Court of the State of New York, First Department, yesterday handed down a decision declaring the assessment of the Comptroller of the City of New York of a sales tax on license fees collected from engagements outside of the City of New York, as illegal, but that the court had sustained the action of the Comptroller in levying assessments on collections for exhibition within the City of New York.

Mr.Raftery recommended that an appeal be taken immediately to the Court of Appeals from the decision in so far as it sought to assess tax on sales or on collections made on exhibitions held in New York City.

It was moved, seconded and unanimously adopted that such appeal be taken and that the necessary bond be posted and that Mr.Muller set up a sufficient reserve to take care of any contingency that might arise because of the said appeal.

#2. Mr.Raftery then reported that the case of Independent Theatre Corporation vs. United Artists et al on which he had been in Lincoln,Nebraska, last week, was dismissed by the plaintiffs at the opening of the trial at plaintiffs' cost.

#3. Mr.Muller then brought up the question that Price Waterhouse had raised regarding the purchase of the Korda stock and the method of setting up the purchase in the balance sheet.

After discussion Mr.Muller was directed to send a report together with recommendations to the annual meeting of the Board of Directors.

#4. Mr. Kelly then read to the meeting a report of Messrs. Buckley, Muller and Kelly of their conference with ERPI, and it was moved, seconded and unanimously adopted that the entire report be spread upon the minutes. Same is as follows:

"Report of Messrs. H.D.Buckley, H.J.Muller and A.W.Kelly on conference with Electrical Research Products, Inc. represented by Mr. Drake, Vice President and Mr. Glaser, Treasurer".

1. ERPI claimed by their audit from date of contract to June 1st, 1935, additional royalty of $58,000. over and above those paid. This claim was a reduction from the former audit of over $500,000. claim.

". Your committee presented a counterclaim and after a lengthy conference it was agreed orally

"that the respective claims by each party were practically off-setting - therefore both sides withdrew their claims with the result that neither ERPI have any further royalties to come prior to June 1,1935, nor United Artists have any further credits due them from ERPI.

3. The result of this conference and method of settlement will necessitate a revamping of the royalties so that they will conform with the new schedule - more particularly in the foreign territory - which might result in debits and credits between pictures.

4. Mr. Drake stated that the above settelment can be considered final but would not be reduced to writing until he returned from Europe.

5. Mr. Drake, however, informed us that we could advise our producers that they will meet the R.C.A. competition as regards royalties. That what these reductions will be he could not tell us at this time, but will probably go into effect some time in July or August.

6. Mr. Drake stated he was cognizant of the fact that under the present minimum royalty, and possibly the proposed new terms, it might be difficult for United Artists to meet these minimums and that he felt United Artists should be accorded some entirely different treatment to other producers, although he didn't obligate himself, but thought something could be worked out whereby the minimum royalty, if not entirely waived, could be considerably reduced."

#5. Mr. Kelly then asked the Executive Committee to approve the contract made on behalf of the Delaware corporation with Regal Distributing Corporation under date of June 17,1936, whereby the Delaware corporation will distribute for Regal Distributing Corporation two Spanish talking pictures made in Mexico entitled "CELOS" and "EL TESORO DE PANCHO VILLA", in Colombia, Venezuela, Puerto Rico, Santo Domingo, Virgin Islands, Argentine, Uruguay and Paraguay. The lease period is for five (5) years from date of contract.

Terms of distribution are that the United Artists Corporation advances cost of prints, duties, trailers, freight, etc. deducting same from the gross and the remainder is split 50/50.

The producer stands certain charges 100% and these are as follows: Electrical and sound royalty; censorship charges.

#6. Mr. Kelly then reported regarding the proposed contract made by the Export Company with ARS FILM, Tallinn, Esthonia, covering distribution by them in Esthonia, Latvia and Lithuania on the following pictures:

DARK ANGEL	ACCUSED
BARBARY COAST	SECOND UNTITLED CRITERION
SPLENDOR	NUPTIALS OF CORBAL
STRIKE ME PINK	LOVE IN EXILE
THESE THREE	PAGLIACCI
FAUNTLEROY	RAINY AFTERNOON
GARDEN OF ALLAH	UNTITLED PRESSBURGER
THIRD UNTITLED SELZNICK	MELODY LINGERS ON
LAST OF THE MOHICANS	

The terms of distribution are 60/40 the same as previous contracts, except "GARDEN OF ALLAH" which is to be 65/35. All other terms and conditions are as per previous contracts with this exhibitor.

#7. Mr. Kelly then reported regarding the proposed contract on behalf of the Delaware Corporation by Les Artistes Associes with Lauer & Cie, Paris, whereby the corporation acquires from them distribution rights on a French picture entitled "BACCARA" for the corporation's Tokyo territory.

The terms of distribution are that the corporation advances the charges, and after deducting same from the gross, split the revenue thereafter 50/50. However, the following charges are borne by the Producer 100%: music royalties, copyright and taxes on producer's share.

The lease is for four years from the contract date, namely May 12, 1936.

A soft black and white on this picture has been shipped from Paris to Tokyo where they will make the superimposed Japanese version.

#8. Mr. Kelly then reported regarding proposed contract with Banco Credito Popular in connection with the making of Mexican pictures.

This contract calls for the making of —

six (6) pictures in the Spanish language to be delivered between September, 1936, and December, 1937. Distribution in Spanish speaking countries, no guarantee. Revenue splits:

Mexico	70/30
Cuba	60/40
Puerto Rico	60/40
Other points South America	50/50

Charges the same.

Contract to be made with Exito U.C.P.R.S. as the production company, guaranteed by Banco de Credito Popular.

The Executive Committee duly approved all of the foregoing contracts.

#9. Mr. Kelly then stated that an employee of the Australian office named Miss Farrell whose salary was four pounds a week had been in the company's employ for twelve years and that she was stricken with tuberculosis and was very ill.

It was moved, seconded and unanimously carried that the matter of continuing her employment be left to Mr. Kelly's discretion and that he be as generous as the facts warrant, considering the length of her service and the seriousness of her illness.

#10. Mr. Muller then reported that Price Waterhouse & Co. have been requested by Selznick International Pictures, Inc. to work up a scale for use in the amortization of pictures based upon the corporation's experience with approximately six fully distributed pictures in both domestic and foreign territories. They wished to know if the corporation would grant them permission to examine its books- to work up such figures. They promise not to disclose the names of the pictures nor the names of the producers.

It was moved, seconded and unanimously adopted that this information be furnished to Price Waterhouse & Co. on the condition that a copy of their report be given to the corporation; and that Mr. Muller on behalf of the corporation furnish each producer-stockholder with a copy of said report.

#11. Mr. Muller then stated that Mr. Prager of Prager and Fenton prepares the corporation's various Federal and State tax returns. His fee has been $1200. per annum. Because of the continual increase in the volume of tax returns and related matters he requests an increase to $1800. per annum retroactive to January 1st, 1936.

It was so moved.

#12. Mr. Muller then stated that it would be necessary to file the capital stock declaration on or before July 13st, 1936, and that in his opinion the stock should be declared as of the value of $20,000,000. (Twenty million dollars). It was so moved.

#13. Mr. Muller and Mr. Kelly were likewise authorized to prepare capital stock tax declarations for each of the subsidiary companies for which such returns have to be filed.

#14. Mr. O'Brien then read to the meeting a resolution which he had prepared which he urged be inscribed on scroll and signed by all the directors and officers and general counsel to the corporation, and the original thereof be sent to the widow of the late Nathan Burkan.

All present signified a unanimous approval of such action as well as of the proposed resolution.

Mr. Buckley was directed to have it inscribed on scroll so that it could be sent out to the annual meeting of stockholders of the corporation and signed by all of the officials.

The resolution reads as follows:

BE IT RESOLVED, that it is with sincere and profound sorrow we record the passing of our beloved friend and associate, NATHAN BURKAN, whose outstanding integrity, superb counsel and priceless companionship have been among our cherished possessions. He possessed the highest intelligence, courage and zeal which he devoted without limit in the interests of his clients, friends and others deserving of the same.

UNITED ARTISTS CORPORATION, in whose success he has been a great factor, will suffer immeasurably from his passing.

"We his associates and friends, who knew and loved him as a true friend, will suffer even a greater loss.

We extend our deepest sympathy to his wife, his son and his dear ones."

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#15. Mr. Schaefer stated that Mr. Moe Streimer the branch manager of the New York exchange was seriously ill and that he had spent seventeen years in the faithful service to the corporation; that his physican condition was such that every day he attended the office was a menace to his well being.

It was moved, seconded and unanimously adopted that Mr. Schaefer use his own discretion of finding a way to give Mr. Streimer a year's vacation on full pay as a reward for his faithful services and with the hope that he would be restored to health.

#16. Mr. Schaefer then announced to the meeting that he was preparing an elaborate announcement book with a copy for every exhibitor in the United States and Canada announcing the new season's product and the new plane of the corporation.

#17. Mr. Schaefer also announced that there was in the process of preparation a new form of exhibition contract which in his opinion would lessen the sales resistance of exhibitors and greatly assist salesmen in making deals for the corporation's product and he hoped to have the proofs ready for submission to all of the producers on the coast for their approval at next week's convention.

#18. Mr. Buckley then asked for approval of a new lease for headquarters in Atlanta exchange upon the following terms:

First 2 years at $250 per month rent
Last 3 years at $275 per month rent
An option to renew for 2 additional years at $275. a month.

It was so moved and approved.

#19. Mr. Buckley then asked for the approval of the committee of the execution of distributors acceptance

of assignment by Reliance Pictures, Inc. of $65,000. to the Bank of America in connection with a loan made by the Reliance Pictures, Inc. It was so moved and approved.

#20. Mr. Buckley then asked for approval of a loan to be made to Miss Mutascio in the sum of $50 to be repaid at the rate of $2.50 per week. It was so moved and approved.

#21. Mr. Muller then presented to the meeting a tentative balance sheet and financial report which had been prepared by Price Waterhouse & Co. and stated that copies of same were being mailed to all of the directors and stockholders.

#22. Mr. Muller also presented to the meeting the consolidated balance sheet and consolidated income statement which had been prepared by him and his assistant as of December 28th, 1935, and stated copies of same were being sent to all of the Directors.

#23. Mr. Raftery desired to make the following corrections in the minutes of the meeting of June 5th, item #4, adding to same: at the request of Mr.Mulvey, after "11 Goldwyn Productions", the following "1935-36 and 1936-37 releases."

#24. Regarding Item #12, in lieu of the following language "Mr.Silverstone reported that the Korda situation had been attended to by the filing of reports", the following:

"Mr.Silverstone reported that Mr.Korda intended to take care of the matter and intended to file a tax return and was waiting for the new tax law to be passed before doing so." "Mr. Muller was instructed to communicate with Mr. Wm. Fitelson concerning the tax situation as it affected the British & Dominion pictures only."

#25. Mr. Raftery further reported that he had corrected the previous minutes by eliminating the name of Maurice Silverstone as present at the last meeting as Mr. Maurice Silverstone was not present at the previous meeting.

There being no further business before the meeting the same was on motion duly made and carried, adjourned.

EDWARD G RAFTERY

(Secretary)

STATE OF CALIFORNIA)
: ss
COUNTY OF LOS ANGELES)

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on June 10, 1936, send a notice of the time and place of a special meeting of the stockholders of said corporation to each stockholder of said corporation; that said notice was sent by telegram as required by the By-laws of said corporation, and that true copies of said notice are hereunto annexed to this affidavit.

Loyd Wright

SUBSCRIBED and SWORN to before me this 13th day of June, 1936.

Anita Barrett

Notary Public in and for said County and State.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

N. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

June 10,1936.

THE ELTON COMPANY
1041 North Formosa Avenue
Hollywood California

NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION WILL BE HELD AT TEN FORTY ONE NORTH FORMOSA AVENUE HOLLYWOOD CALIFORNIA ON JULY SECOND NINETEEN THIRTY SIX AT TWO O'CLOCK PM FOR THE PURPOSE OF ELECTING DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AND FOR THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING

LOYD WRIGHT
SECRETARY

Charge Loyd Wright
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS SOLVE THE PERPLEXING QUESTION OF WHAT TO GIVE

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER	X	SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

June 10,1936.

THE PICKFORD CORPORATION
1041 North Formosa Avenue
Hollywood, California.

NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION WILL BE HELD AT TEN FORTY ONE NORTH FORMOSA AVENUE HOLLYWOOD CALIFORNIA ON JULY SECOND NINETEEN THIRTY SIX AT TWO O'CLOCK PM FOR THE PURPOSE OF ELECTING DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AND FOR THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING

LOYD WRIGHT
SECRETARY

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DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

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WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

June 10,1936.

ALEXANDER KORDA
c/o LONDON FILMS
22 Grosvenor Street
LONDON ENGLAND

NOTICE IS HEREBY GIVEN THAT SPECIAL MEETING OF STOCKHOLDERS UNITED ARTISTS CORPORATION WILL BE HELD AT TEN FORTY ONE NORTH FORMOSA AVENUE HOLLYWOOD CALIFORNIA JULY SECOND NINETEEN THIRTY SIX AT TWO O'CLOCK PM FOR THE PURPOSE OF ELECTING DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AND FOR THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING

LOYD WRIGHT
SECRETARY

Charge Loyd Wright
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

June 10,1936.

SAMUEL GOLDWYN
1041 North Formosa Avenue
Hollywood California

NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION WILL BE HELD AT TEN FORTY ONE NORTH FORMOSA AVENUE HOLLYWOOD CALIFORNIA ON JULY SECOND NINETEEN THIRTY SIX AT TWO O'CLOCK PM FOR THE PURPOSE OF ELECTING DIRECTORS OF THE CORPORATION FOR THE ENSUING YEAR AND FOR THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING

LOYD WRIGHT
SECRETARY

Charge Loyd Wright
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

CLASS OF SERVICE DESIRED

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DAY LETTER		DEFERRED	
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WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

LOS ANGELES CALIFORNIA
JUNE 10, 1936

GUEDALLA
LONDON

RE THE CREATOR STOP TITLE GOOD EXCEPT WORLD COPYRIGHT ORIGINALLY CLAIMED IN GERMANY BY VERTRIEBSTELLER DES VERBANDES DEUTSCHER BUEHNENSCHRIFTSTELLER THAT IS BUSINESS AGENT OF THE GERMAN STAGEAUTHORS SOCIETY STOP MULLER UNDOUBTEDLY ENTITLED TO ASSIGNMENT FROM SAID VERTRIEBSTELLER BUT NONE OF RECORD STOP SHALL I CLOSE DEAL ANYWAY STOP REGARDS

LOYD WRIGHT

CHG. LOYD WRIGHT'S LAW OFFICE

WESTERN UNION GIFT ORDERS SOLVE THE PERPLEXING QUESTION OF WHAT TO GIVE

MINUTES OF BELATED ANNUAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

The Stockholders of United Artists Corporation met in belated annual session on July 2nd, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call, it was ascertained that Stockholder, The Pickford Corporation, was present by proxy to Mary Pickford. There was also present, the Secretary of the corporation, Loyd Wright.

It appearing that a quorum was not present and that the meeting was not for said reason competent to proceed, Vice-President Mary Pickford adjourned the meeting to Tuesday, July 7th, 1936, at the hour of 3:00 o'clock P. M., at 1200 Laurel Lane, Beverly Hills, California.

Mary Pickford
Vice-President.

Attest:

Loyd Wright
Secretary.

MINUTES OF ADJOURNED ANNUAL MEETING OF THE STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

Pursuant to adjournment, the Stockholders of United Artists Corporation met in special session for the belated annual meeting, on Tuesday, July 7th, 1936, at the hour of 3:00 o'clock P. M., at the home of Mr. Samuel Goldwyn, 1200 Laurel Lane, Beverly Hills, California.

Upon roll call it was ascertained that all Stockholders were present in person or by proxy, to-wit:

The Pickford Corporation, by Mary Pickford, (proxy)	- 1000 shares
Charles Chaplin,	- 1000 shares
The Elton Corporation, by Douglas Fairbanks, (proxy)	- 1000 shares
Samuel Goldwyn,	- 1000 shares
Alexander Korda, by Murray Silverstone, (proxy)	- 1000 shares

There were also present the following persons:

Capt. Dennis F. O'Brien	George J. Schaefer
Edward C. Raftery	Charles Schwartz
James Mulvey	Abraham Lehr
Leo F. Samuels, and	Loyd Wright, Secretary.

By agreement of all present, Vice-President Mary Pickford assumed the chair, and Loyd Wright, Secretary of the corporation, acted as Secretary of the meeting.

The Secretary presented an affidavit setting forth the notice of the call of the meeting; the call having been found regular, a quorum being present, and the proxies having been recorded, inspected and on file, the meeting was declared competent to proceed.

Upon motion made, seconded and unanimously carried, the reading of the minutes of the previous meeting was dispensed with.

Upon motion made, seconded and unanimously carried, the rendering of reports of officers and committees was waived, with direction that the same be made to the Board of Directors.

The Chairman declared that the next order of business was the election of directors and officers.

Whereupon, it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that the Secretary of this corporation be, and he is hereby instructed to cast the unanimous ballot for directors of this corporation to serve until the next annual meeting, as follows, to-wit:
>
> Mary Pickford,
> Charles Chaplin,
> Alexander Korda,
> Sir Connop Guthrie,
> Edward C. Raftery,
> Guy Cary,
> Douglas Fairbanks,
> Samuel Goldwyn,
> Dr. A. H. Giannini,
> George J. Schaefer,
> James Mulvey,
> Charles Schwartz.

Pursuant to the above resolution, the Secretary cast the unanimous ballot for the persons above named, and they were thereupon unanimously elected Directors of this corporation.

The Chairman announced that the next order of business was the election of officers of the corporation.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that the following persons be elected to the respective offices set opposite their respective names, to-wit:
>
> | | |
> |---|---|
> | Chairman of the Board of Directors | - Dr. A. H. Giannini |
> | President | - Dr. A. H. Giannini |
> | First Vice-President | - George J. Schaefer |
> | Vice-President | - Arthur W. Kelly |
> | Vice-President | - Harry D. Buckley |
> | Treasurer | - Harry Muller |
> | Secretary | - Loyd Wright |
> | Assistant-Secretaries | - Edward C. Raftery, |
> | | - Harry Muller, and |
> | | - Leo F. Samuels |
> | Assistant Treasurer | - N. L. Thompson |

The Chairman announced that the next order of business was consideration of the approval or disapproval of the minutes of the Executive Committee since the last annual meeting.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that the minutes of the Executive Committee had since the last annual meeting of Stockholders of this corporation be, and the same are hereby approved.

The Chairman called attention to the Stockholders that it would be necessary to designate the sense of this Stockholders' meeting as to whom should be elected Directors of the Canadian corporation, to fill the vacancies created by the death of Nathan Burkan, and the resignation of

Al Lichtman.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that it is the sense of this meeting that Dr. A. H. Giannini and George J. Schaefer should be elected Directors of the Canadian corporation.

It was moved, seconded and unanimously carried as follows:

> RESOLVED, that the acts of the Executive Committee as evidenced by the minutes of said Committee, and that the minutes of the Board of Directors, and that the acts of the Board of Directors and officers of this corporation since the last annual stockholders' meeting be, and the same are hereby approved and ratified.

The Chairman called attention to the meeting that due to the death of Mr. Nathan Burkan, there were certain vacancies on the Board of Directors of various subsidiary corporations of this corporation; that inasmuch as Mr. Nathan Burkan had been the designated representative of Charles Chaplin, that it was in order that Mr. Chaplin should recommend the successor of Mr. Nathan Burkan.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that it is the sense of this stockholders' meeting that Mr. Charles Schwartz should be elected a Director of the subsidiary corporations of this corporation, in place of Nathan Burkan, deceased, (except as otherwise indicated.)

Upon motion made, seconded and unanimously carried, the meeting was adjourned to Wednesday, July 8th, 1936, at the hour of 11:00 o'clock A. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Wednesday, July 8th, 1936, at the hour of 11:00 o'clock A. M., at 1200 Laurel Lane, Beverly Hills, California.

There were present the same persons present at the meeting held on the previous day, and in addition thereto, Dr. A. H. Giannini.

Dr. Giannini assumed the chair and expressed his appreciation to the stockholders for the confidence shown in his election as President and Chairman of the Board of Directors.

The Secretary announced that a quorum was present; whereupon, the Chairman declared the meeting was competent to proceed and called the meeting to order.

It was moved by stockholder Charles Chaplin, seconded by stockholder Douglas Fairbanks, and unanimously carried as follows:

> RESOLVED, that the stockholders of this corporation extend to Miss Mary Pickford a rising vote of thanks for the valuable service rendered the corporation in her capacity as Vice-President and Acting President.

On motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the By-Laws of this corporation be amended in the following particulars, to-wit:

1. ARTICLE III.

Shareholders' Meetings.

Section 1. Annual Meeting. The annual meeting of the shareholders of the corporation shall be held either at the principal business office of the corporation (which may be established outside of the State of Delaware), or at such other place within or without the State of Delaware as the Board may determine, at 3:00 o'clock in the afternoon on the second Tuesday of November of each year, commencing November, 1936, or if said day be a legal holiday then on the next succeeding day not a holiday, for the purpose of electing directors and officers and for the transaction of such other business as may be brought before the meeting.

2. ARTICLE V.

Officers.

Section 1. Officers. The Officers of the corporation shall be:

President;
Chairman of the Board of Directors;
A First Vice-President, and as many Vice-Presidents as the Stockholders may elect;
Treasurer;
Secretary;
One or more Assistant Secretaries;
One or more Assistant Treasurers;

and such other subordinate officers as may be elected. All officers shall be elected by the shareholders, but if such officers are not elected by the shareholders, then they shall be elected by the Board, to serve for one year or until their respective successors are elected and qualified, all subject to the provisions of Section 4 of Article IV of these By-Laws.

3. Section 3. First Vice-President. The First Vice-President shall perform the duties of the President in the absence of the President, and such other duties as may be assigned to him by the Board.

4. Section 4. Vice-Presidents. The Vice-Presidents other than the First Vice-President, shall perform such duties as may be assigned to them by the Board.

The Secretary of the meeting, in accordance with instructions given him, presented to the meeting proposed forms of distribution contract to be entered into by Stockholder-Producers and the corporation. Copies of the proposed contracts were delivered to Mr. Douglas Fairbanks on behalf of The Elton Corporation, to Mr. Charles Chaplin, and to Mr. Abraham Lehr, on behalf of Mr. Samuel Goldwyn.

The Secretary also reported that he had completed and in his possession, a proposed form of distribution contract with Walter Wanger Productions, Incorporated, and that he had presented the same to general counsel of the corporation for his consideration.

The Secretary read a communication from Treasurer Muller, calling attention to the necessity of treating the moneys being paid to the corporation on account of the purchase of one thousand shares of the common stock of the corporation by Alexander Korda and/or London Film Productions Limited, insofar as the same may be stated capital or capital surplus.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that $5,000.00 of the total purchase price of $650,000.00 to be received by the corporation from Alexander Korda and/or London Film Productions Limited, be treated as, and is hereby declared to be stated value of the capital stock, and $645,000.00 as capital surplus.

The Secretary reported that he had furnished each of the Stockholders of the corporation, a copy of the Treasurer's report, and at the meeting he furnished Dr. A. H. Giannini with a copy. He further announced that copies thereof had been furnished to Mr. Silverstone, Mr. Schaefer, Capt. Dennis F. O'Brien, and Charles Schwartz.

Mr. Murray Silverstone reported to the meeting that the English Company had on various occasions, entered into contracts relative to distribution of photoplays in England and the Continent, and in some instances such contracts contemplated the release of said photoplays in the United States. It was the sense of the meeting that Mr. Silverstone should continue to acquire photoplays for distribution, but that when it was anticipated that in the acquisition thereof there should be any moneys advanced, or as a part of the contracts relative to distribution thereof, an obligation was assumed to release the same in the United States or Canada, that the matter should first be submitted to the Chairman of the Board, or the Board of Directors.

The Secretary presented to the meeting proposed contract with Dr. A. H. Giannini and the corporation, which was read. The Secretary also reported that the proposed contract had been submitted to Dr. Giannini and found satisfactory with certain suggestions that were also read by the Secretary.

WHEREUPON, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that First Vice-President George J. Schaefer or the Secretary of this corporation, be and each is hereby authorized to execute said contract between this corporation and Dr. A. H. Giannini, for and on behalf of this corporation.

At this time it was explained that Dr. A. H. Giannini was the voting trustee of the stock of two motion picture corporations, and a director of a theatre corporation, and it was the consensus of opinion that his duties in these capacities were not in conflict with the terms and conditions of the contract presented.

Upon motion duly made, seconded and unanimously carried, the meeting was adjourned until Friday, July 10th, 1936, at the hour of 11:00 o'clock A. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Friday, July 10th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California.

The Chairman announced that it was necessary to provide for the machinery to approve deals for foreign territories other than England and Continental Europe, without delay.

Mr. Silverstone reported to the stockholders that he had completed the proposed transaction relative to the Crescent Theatres, and that in consideration of the payment of ten thousand pounds, the English company had purchased the minority interest in Crescent Theatres, and was now the sole owner thereof.

Whereupon, the meeting was on motion made, seconded and carried, adjourned to Saturday, July 11th, 1936, at 11:00 o'clock A. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Saturday, July 11th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present the same persons present at the meeting held on the previous day.

Various matters of the corporation were discussed, particularly clauses of the proposed stockholders' contracts for distribution of photoplays.

Upon motion made, seconded and carried, it was decided to adjourn the meeting to Monday, July 13th, 1936, at the hour of 3:00 o'clock P. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Monday, July 13th, 1936, at the hour of 3:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present the same persons who attended the previous meetings, and in addition thereto, Mr. George Cohen.

Various matters were discussed, but no formal action was taken, and the meeting was adjourned to Tuesday, July 14th, 1936, at 4:00 o'clock P. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Tuesday, July 14th, 1936, at the hour of 4:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present the following:

Dr. A. H. Giannini, the Chairman of the Board; Mary Pickford, Charles Chaplin, Douglas Fairbanks, Murray Silverstone, Capt. Dennis F. O'Brien, Edward C. Raftery, James Mulvey, Abraham Lehr, and Loyd Wright.

It was moved, seconded and unanimously carried as follows:

> RESOLVED, that general counsel and West Coast counsel be continued at the same compensation until January 1st, 1937, and that the firm of Schwartz and Frohlich be designated as associate counsel until January 1st, 1937, at the same compensation previously paid Mr. Nathan Burkan.

Whereupon, the meeting was on motion duly made, seconded and carried, adjourned to Wednesday, July 15th, 1936, at the hour of 4:30 o'clock P. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Wednesday, July 15th, 1936, at the hour of 4:30 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California, and without taking any formal action the meeting was adjourned to Thursday, July 16th, 1936, at the hour of 12:15 o'clock P. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Thursday, July 16th, 1936, at the hour of 12:15 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present at the meeting, the following:

Dr. A. H. Giannini, Mary Pickford, Charles Chaplin, Douglas Fairbanks, James A. Mulvey, Abraham Lehr, Murray Silverstone, Capt. Dennis F. O'Brien, Edward C. Raftery and Loyd Wright.

On motion made, seconded and unanimously carried, the meeting was adjourned until Monday, July 20th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Monday, July 20th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present at the meeting, the following:

Dr. A. H. Giannini, Mary Pickford, Douglas Fairbanks, Charles Chaplin, Murray Silverstone, James A. Mulvey, Capt. Dennis F. O'Brien, Abraham Lehr, George Cohen, Maurice Benjamin, Leo F. Samuels, and the Secretary, Loyd Wright.

The Chairman assumed the chair, and announced that a quorum was present, and that the meeting was competent to proceed.

Various and sundry clauses of the proposed contract to be entered into between the corporation and stockholder producers were discussed, but no formal action was taken.

On motion made, seconded and unanimously carried, the meeting was adjourned until Tuesday, July 21st, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Tuesday, July 21st, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present at the meeting, the following:

Dr. A. H. Giannini, Mary Pickford, Douglas Fairbanks, Charles Chaplin, Murray Silverstone, James A. Mulvey, George Cohen, Maurice Benjamin, Capt. Dennis F. O'Brien, and the Secretary, Loyd Wright.

The Chairman assumed the chair, announced that a quorum was present, and stated that the meeting was competent to proceed.

There were discussed various clauses relative to the proposed stockholder producer contracts of distribution, and the attorneys were instructed to proceed with the final draft of the contract.

There being no further business, the meeting adjourned until Wednesday, July 22nd, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Wednesday, July 22nd, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that all of the Stockholders of the corporation were present either in person or by proxy, as follows: The Pickford Corporation, by Mary Pickford (proxy); Charles Chaplin; The Elton Corporation, by Douglas Fairbanks (proxy); Samuel Goldwyn, by James Mulvey (proxy); Alexander Korda, by Murray Silverstone (proxy); There were also present Dr. A. H. Giannini, George Cohen, Maurice Benjamin, Capt. Dennis F. O'Brien and the Secretary, Loyd Wright.

The Chairman assumed the chair, announced that a quorum was present, and stated that the meeting was competent to proceed.

Mr. Silverstone then presented to the meeting the request of Mr. Korda that the so-called Pommer agreement should be amended in certain particulars, and he also reported that an assignment had been presented relative to the photoplays ELIZABETH and TROOP SHIP.

Upon motion made, seconded and unanimously carried, the matter was referred to the President and Chairman of the Board, with full power to act.

Mr. Silverstone advised the Stockholders that Victor

Saville Productions Limited had presented an assignment of the proposed Miriam Hopkins picture.

Upon motion made, seconded and unanimously carried, the matter of the assignment and all other matters relating to the proposed Miriam Hopkins picture were referred to the President with full power to act.

There was also presented to the meeting, the request of Mr. Korda that London Film Productions Limited be permitted to contract with Manderfilm of Italy direct; there was also presented the request that the income on "THINGS TO COME" be retained by Korda and that United Artists and its subsidiaries should recoup their share out of subsequent photoplays, and there was also presented a letter from London Film Productions Limited, Alexander Korda and Sir Connop Guthrie, dated April 29th, 1936.

Upon motion made, seconded and unanimously carried, all three of said matters, to-wit: The request to contract direct with Manderfilm; the request to retain income on "THINGS TO COME", and the letter of April 29th, 1936, were referred to the President, with full power to act.

At this point of the meeting, Mr. Mulvey presented to the Chairman, the Proxy signed by Samuel Goldwyn, dated as of July 7th, 1936, and stated that if the Proxy were found regular it should be accepted as the lawful Proxy for all meetings which he attended and in which he participated. The Proxy was examined and found to be regular, and ordered filed by the Secretary.

The Secretary presented to the meeting the following contracts:

1. Distribution contract between the corporation and Samuel Goldwyn, Inc., guaranteed by Samuel Goldwyn, dated July 22nd, 1936;

2. Distribution contract between the corporation and The Pickford Corporation, guaranteed by Mary Pickford, dated July 22nd, 1936;

3. Distribution contract between the corporation and The Elton Corporation, guaranteed by Douglas Fairbanks, dated July 22nd, 1936;

4. Distribution contract between the corporation and Charles Chaplin, dated July 22nd, 1936;

5. Contract dated July 22nd, 1936, between the corporation and Samuel Goldwyn, Inc., and Samuel Goldwyn;

6. A letter dated July 22nd, 1936, addressed to The Pickford Corporation and Mary Pickford, The Elton Corporation and Douglas Fairbanks, London Film Productions Limited and Alexander Korda, and Charles Chaplin;

7. Letter agreement between this corporation and Samuel Goldwyn, Inc., and Samuel Goldwyn, dated July 22nd, 1936, relative to an additional six photoplays per year being delivered to the corporation.

Whereupon, on motion made by Stockholder Mary Pickford, seconded by Stockholder Charles Chaplin, and unanimously carried, it was,

RESOLVED, that the President and Secretary of this corporation be, and they are hereby instructed, authorized and directed to execute each of said contracts and letters above referred to, for and on behalf of this corporation, and as its corporate act.

It was moved, seconded and unanimously carried as follows:

RESOLVED, that Article V of the By-Laws of this corporation be amended by adding to said Article the following, to be known as Sec. 2(b):

"Sec. 2(b). Election of President and of Chairman of the Board of Directors.

"Notwithstanding anything elsewhere in these By-Laws set forth, no person, other than Dr. A. H. Giannini or M. Silverstone, shall at any time be elected President or Chairman of the Board of Directors of the corporation, unless such election of such person be first approved by the unanimous vote of all of the shareholders of the corporation or their proxies.

"This Section 2(b) shall not be altered, amended or repealed at any time, except by the affirmative vote of all of the shareholders or their proxies."

B e, i t f u r t h e r,

RESOLVED, that Article VII of the By-Laws be amended by inserting at the beginning of the present provision, the following, to-wit:

"Except as otherwise provided in Article V 2(b), Article VIII, Article IX and Article X * * * *", so that as amended said Article shall read as follows:

"ARTICLE VII.

Amendments.

"Except as otherwise provided in Article V 2(b), Article VIII, Article IX and Article X, these By-Laws may be altered, amended or repealed at any regular meeting of the shareholders or at any special meeting thereof duly called for that purpose, by a three-fourths vote of the shares represented and entitled to vote thereat; provided, that in the call for such special meeting, notice of such purpose shall be given."

B e i t f u r t h e r,

RESOLVED, that Article VIII of the By-Laws be amended, by adding as a separate, unnumbered paragraph, the following:

"None of the provisions of this Article VIII may be altered, amended or repealed, except by the affirmative vote of all of the shareholders of the corporation or their proxies."

B e i t f u r t h e r,

RESOLVED, that the By-Laws be further amended by adding as Article IX thereof, the following, to-wit:

"ARTICLE IX.

"From and after July 22nd, 1936, the corporation shall not enter into any contract for the distribution of photoplays in the United States of America or the Dominion of Canada, nor shall the corporation increase, or consent to the increase of, the number of photoplays to be delivered to it or to be distributed by it under or pursuant to the provisions of any contract heretofore or hereafter executed by the corporation with any producer, unless the same shall be duly authorized by the affirmative vote of the holders of not less than eighty per cent. of all shares of the corporation then outstanding; or (if there then be a Chairman of the Board of Directors of the corporation who is not a shareholder of the corporation) by the affirmative vote of such Chairman of the Board of

Directors and of the holders of not less than sixty per cent. of all shares of the corporation then outstanding.

"This Section IX shall not be altered, amended or repealed at any time, except by the affirmative vote of all of the shareholders of the corporation or their proxies."

B e i t f u r t h e r,

RESOLVED, that the By-Laws be further amended by adding a new Article to be designated as Article X, as follows:

"ARTICLE X.

"No shares of the corporation, other than such as are issued on July 22nd, 1936, shall at any time be issued or subscribed for, and no shares at any time heretofore or hereafter acquired by the corporation shall ever be reissued or transferred, unless such issuance, reissuance or transfer shall be first duly authorized by the affirmative vote of all of the shareholders of the corporation or their proxies.

"This Article X shall not be altered, amended or repealed at any time, except by the affirmative vote of all of the shareholders of the corporation or their proxies."

The Chairman called attention to the fact that the new Article IX of the By-Laws adopted at this meeting, provided for the vote necessary to permit stockholder producers to increase the number of photoplays to be distributed in each year, as well as the vote necessary to permit the corporation to distribute photoplays produced by producers other than stockholder producers.

In response to a request from London Film Productions Limited and Alexander Korda, that they be placed on a parity with any other stockholder producer, with respect to the number of photoplays to be distributed by this corporation, it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that London Film Productions Limited and Alexander Korda be granted the same rights and privileges this day granted Samuel Goldwyn, Inc., and Samuel Goldwyn, i. e. to produce and have distributed by this corporation, up to but not exceeding six additional photoplays each year, for the remainder of the term of their present distribution agreement, providing said photoplays are produced in the United States of America, and provided further, that any additional photoplays so produced and distributed shall be distributed under and pursuant to each, every and all of the terms, covenants and conditions of the distribution contract now in effect between this corporation and London Film Productions Limited and Alexander Korda.

There being no further business to come before the meeting, the meeting adjourned.

Chairman.

Attest:

Secretary.

MINUTES APPROVED:

THE PICKFORD CORPORATION,

By Mary Pickford
Proxy. - Owner of 1000 shares

Charles Chaplin - Owner of 1000 shares
Charles Chaplin.

THE ELTON CORPORATION,

By [signature]
Proxy. - Owner of 1000 shares

Samuel Goldwyn - Owner of 1000 shares
Samuel Goldwyn

By [signature]
Proxy.

ALEXANDER KORDA,

By [signature] - Owner of 1000 shares.
Murray Silverstone,
Proxy.

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable sign above or preceding the address.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

SIGNS

DL = Day Letter
NM = Night Message
NL = Night Letter
LC = Deferred Cable
NLT = Cable Night Letter
Ship Radiogram

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1936 JUN 25 PM 2 20

MINUTES IN TRANSIT	
FULL-RATE	DAY LETTER

CDU355 CABLE=DENHAM BUCKS 19 25

NLT WRIGHTLAW= LLOYD WRIGHT

LOSA= 1125 BOARD OF TRADE BLDG.

HEREWITH APPOINT MR MURRAY SILVERSTONE AS MY PROXY TO ATTEND THIS YEARS ANNUAL MEETING=

ALEXANDER KORDA..

PROXY.

The undersigned, SAMUEL GOLDWYN, does hereby nominate, constitute and appoint JAMES A. MULVEY, with power of substitution, his Attorney-in-Fact, to attend all annual, special and adjourned meetings of the Stockholders of UNITED ARTISTS CORPORATION, and to vote all stock standing in the name of the undersigned on the books of said corporation at said meetings, the same as the undersigned might do if personally present.

This Proxy shall remain in full force and effect until revoked, but in no event longer than is provided by Section 321 of the Civil Code of the State of California.

Dated: July 7th, 1936.

Samuel Goldwyn

Witness:

Ann Colvin

MINUTES OF ORGANIZATION MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION.

Immediately after the adjournment of the Stockholders' meeting, the Board of Directors of United Artists Corporation met in special session at the hour of 5:00 o'clock P. M., on July 7th, 1936, at 1200 Laurel Lane, Beverly Hills, California.

Vice-President Mary Pickford assumed the chair and called the meeting to order.

There were present Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks, James A. Mulvey, Edward C. Raftery, George J. Schaefer and Charles Schwartz, and Loyd Wright, Secretary.

The Chairman announced that a quorum was present, and that the meeting was competent to proceed.

There were also present Mr. Abraham Lehr and Mr. Murray Silverstone who held the proxy at the Stockholders' meeting of Mr. Alexander Korda; Mr. Leo F. Samuels, Assistant Secretary, was also present.

The Chairman reported that at the Stockholders' meeting just held, there had been elected the following officers, to-wit:

Chairman of the Board of Directors	- Dr. A. H. Giannini
President	- Dr. A. H. Giannini
First Vice-President	- George J. Schaefer
Vice-President	- Arthur W. Kelly
Vice-President	- Harry D. Buckley
Treasurer	- Harry Muller
Secretary	- Loyd Wright
Assistant-Secretaries	- Edward C. Raftery, Harry Muller, and Leo F. Samuels
Assistant Treasurer	- N. L. Thompson

The Chairman announced that while it was not necessary, it was nevertheless proper that the Board of Directors confirm the foregoing.

Whereupon, upon motion duly made, seconded and unanimously carried, it was,

> RESOLVED that the election by the Stockholders of the respective persons to the respective offices above set forth opposite their names be, and the same is by this Board of Directors in each particular and instance ratified, approved and confirmed.

The Chairman announced that the Stockholders' meeting had adjourned, and that it would be proper to adjourn the Directors' meeting also.

Whereupon, on motion made, seconded and unanimously carried, the Directors' meeting was adjourned to meet on July 8th, 1936.

Pursuant to adjournment, the Board of Directors of United Artists Corporation reconvened on Wednesday, July 8th, 1936, at the hour of 1:00 o'clock P. M., at 1200 Laurel

Lane, Beverly Hills, California.

There were present Dr. A. H. Giannini, Chairman of the Board, and Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks, James A. Mulvey, Edward C. Raftery, George J. Schaefer and Charles Schwartz, and Loyd Wright, Secretary.

The Chairman of the Board announced that it was necessary to determine in what manner or method the corporation or its subsidiaries should invest the agreed funds in the formation of the Walter Wanger Productions, Incorporated.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that the manner in which this corporation executes its subscription for preferred and common stock of Walter Wanger Productions, Incorporated, be referred to the President and Chairman of the Board of Directors, together with the Executive Committee with full power to act.

The Secretary presented to the Board correspondence with Douglas Fairbanks, Jr., relative to his request that story, director and cast for the photoplay which he is producing in England, and pursuant to his contract with this corporation, be approved.

Director Mary Pickford announced that she had sent a cable to Mr. Fairbanks, Jr., approving the story, director and cast as requested, but with a statement that it was without prejudice to the obligation of Mr. Fairbanks, Jr.,

to submit those items provided to be submitted relative to future photoplays.

Whereupon, upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the action of Miss Mary Pickford, then acting as President of the corporation, with reference to forwarding a cable to Mr. Douglas Fairbanks, Jr., be, and the same is hereby confirmed, approved and ratified.

It was further,

RESOLVED, that future requests and approvals should be referred to and decided by the Chairman of the Board, after consultation with at least two stockholders who release photoplays through this corporation, if such stockholders be available.

B e i t f u r t h e r,

RESOLVED, that Mr. Douglas Fairbanks, Jr., be notified that his request should be transmitted to the Chairman of the Board of Directors, through Mr. Murray Silverstone.

The Secretary announced that it was necessary for the United Artists Corporation to pass a resolution approving the acts of the English Company in paying Mr. Silverstone his percentage of profits in advance of the due date.

Whereupon, it was moved, seconded and unanimously carried as follows:

RESOLVED, that the payment to Mr. Murray Silverstone of his percentage of profits to which he was entitled, in advance of the due date, be and the same is hereby ratified and approved.

The Secretary presented to the Board the following contracts, to-wit:

1. Contract by and between Atlantic Film Productions Limited, United Artists Corporation and United Artists Corporation Limited, dated the ____ day of _____, 1936;

2. Contract dated February 29th, 1936, by and between Capitol Film Corporation Limited and United Artists Corporation, of Delaware, covering the photoplays entitled: WHEN KNIGHTS WERE BOLD, THE MARRIAGE OF CORBAL, LOVE IN EXILE, MADEMOISELLE DOCTEUR and MILESTONES;

3. Contract dated February 5th, 1936, by and between Trafalgar Film Productions Limited, Max Schach, United Artists Corporation, and United Artists Corporation Limited, covering the distribution of six pictures to be produced by Schach and Trafalgar throughout the world, except the United States and Canada;

4. Contract dated February 17th, 1936, by and between British Cine Alliance Limited, Arnold Pressburger, United Artists Corporation, and United Artists Corporation Limited, covering the distribution of two photoplays to be produced by Mr. Pressburger and British Cine Alliance Ltd., throughout the world except United States and Canada;

5. Contract dated March 9th, 1936, by and between Criterion Film Productions Limited, United Artists Corporation, and United Artists Corporation Limited;

6. Supplementary agreement dated February 13th, 1936, referring to the Trafalgar Film Productions Limited agreement, above set forth in subdivision 3, and which amends said Trafalgar agreement of February 5th, 1936;

7. Agreement dated April 6th, 1936, by and between Victor Saville Productions Limited, United Artists Corporation, and United Artists Corporation Limited;

8. Agreement dated April 6th, 1936, by and between Victor Saville, United Artists Corporation, and United Artists Corporation Limited;

9. Agreement dated the _____ day of _____, 1936, between London Film Productions Limited, Alexander Korda, and United Artists Corporation, referring to agreement dated September 2nd, 1935, and amendments thereto, between the above parties.

The Secretary explained that Mr. Florance Montefiore Guedalla had executed the foregoing contracts for and on behalf of this corporation as its attorney-in-fact; whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that the acts of Mr. Florance Montefiore Guedalla, as solicitor and attorney-in-fact of this corporation, in executing the foregoing contracts and each of said contracts, for and on behalf of this corporation, be and the same are hereby ratified and approved.

The Secretary then presented to the Board the proposed contract between Elisabeth Bergner, and this corporation, executed by Mary Pickford as Vice-President of this corporation.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that the Elisabeth Bergner contract and the execution thereof by Miss Pickford for and on behalf of this corporation be, and the same is hereby ratified and approved.

The Secretary called attention to the Board that it was necessary to execute contracts between this corporation and various subsidiary corporations.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that when and as each contract between this corporation and any subsidiary corporation relative to distribution of photoplays, has been approved by general counsel of the corporation, any officer of this corporation shall be, and

is hereby authorized and empowered to execute the same for and on behalf of this corporation, provided that at all times said contracts with said subsidiaries are in conformity with the basic agreements of the respective producers.

There was presented to the Board the request of Pioneer Pictures, Inc., more fully set forth in the minutes of the last meeting of the Directors.

Whereupon, it was moved, seconded and unanimously carried, as follows:

RESOLVED, that the Chairman of the Board be authorized and instructed to discuss said proposal, and with full power and authority to act in such manner as he in his discretion may think best.

The Chairman announced that the next order of business was the election of an Executive Committee.

Whereupon, it was moved, seconded and unanimously carried, as follows:

RESOLVED, that the following persons be, and they are hereby elected members of the Executive Committee of this corporation, to-wit:

Dr. A. H. Giannini, George J. Schaefer,
Sir Connop Guthrie, Guy Cary,
Edward C. Raftery, James Mulvey, and
Charles Schwartz.

B e i t f u r t h e r,

RESOLVED, that until further order of this Board of Directors, a quorum of the Executive Committee shall be and is hereby constituted to be three.

B e i t f u r t h e r,

RESOLVED, that Dr. A. H. Giannini be the Chairman of the Executive Committee, Mr. George J. Schaefer the Vice-Chairman who shall act in the absence of the regular Chairman, and Mr. Edward C. Raftery who shall act as Secretary.

Mr. George J. Schaefer then presented to the Board his proposed plan for licensing the exhibition of the so-called 1936-1937 United Artists photoplays in the United States and Canada, together with the proposed form of licensed exhibitors' agreement. Approval of the plan was voiced by all present, but in view of the fact that it was a problem for each individual producer using the facilities of the United Artists Corporation for distribution, Mr. Schaefer was instructed to consider it with each individual producer.

It was moved, seconded and unanimously carried as follows:

> RESOLVED, that the resolutions heretofore adopted relative to new trade paper advertising, and the number of prints to be furnished by producers, shall be effective commencing with the photoplay DARK ANGEL.

On motion duly made, seconded and unanimously carried, the meeting was adjourned to Friday, July 10th, 1936, at the hour of 5:30 o'clock P. M.

Pursuant to adjournment, the Board of Directors reconvened on Friday, July 10th, 1936, at the hour of 5:30 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present Dr. A. H. Giannini, Chairman of the Board, and Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks, James A. Mulvey, Edward C. Raftery, George J. Schaefer and Charles Schwartz, and Loyd Wright, Secretary. In addition, there were present Mr. Arthur W. Kelly, Mr. Harry Buckley and Mr. George Cohen.

The Chairman announced that the first order of business was to receive reports of the officers and such other employees of the corporation as the chair might designate.

Mr. Murray Silverstone, in charge of the corporation's activities in England and the Continent, rendered his report. He gave a satisfactory report of the affairs of the corporation and its subsidiary corporations, so far as his connection therewith is concerned, and specifically reported that he had entered into contracts for a photoplay entitled, "A WOMAN ALONE", starring Anna Sten and Henry Wilcoxson, as well as a photoplay entitled, "THE AMAZING QUEST OF MR. BLISS", starring Cary Grant.

He reported that these photoplays were to be distributed in England only. He reported that he had heretofore been sending monthly reports to the stockholders, and addressing the same to Mr. Samuel Goldwyn; he also reported on the pending alteration of the Quota Law in Great Britain, as well as the fact that the corporation had been offered a photoplay starring Edwin G. Robinson,

but that after consulting with Mr. Schaefer and some of the stockholders, he did not recommend the same.

After Mr. Silverstone's report, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that until further order of this Board of Directors, any and all reports sent by Mr. Silverstone to this corporation, or for its stockholders, shall be addressed to the President and Chairman of the Board, and that all such communications shall be sent to him, and to him only.
>
> B e i t f u r t h e r,
>
> RESOLVED, that any previous resolutions to the contrary be, and the same are hereby rescinded and annulled.

Mr. George J. Schaefer reported on the affairs of the corporation, and among other things stated that he was satisfied and pleased with the results of the Convention recently held; that he was enthusiastic at prospects because of the high type and grade of photoplays produced, and that he anticipated a satisfactory and prosperous year.

Mr. Arthur W. Kelly was then requested by the Chairman of the Board to render his report, and Mr. Kelly made a progress report of the affairs of the corporation, so far as they concerned foreign territories, excluding England and Continental Europe.

Mr. Kelly requested that the Board take some action relative to expressing its desires as to

what his conduct should be in acquiring photoplays for release in territories other than domestic, and in England.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that Mr. Kelly be authorized to negotiate for two photoplays in Argentine, with an option for an additional photoplay, upon such terms and conditions as he might determine, provided, however, that if he is required to advance moneys to acquire said photoplays, he shall not advance in excess of $20,000.00 on any one picture, and that the release terms shall be no better for the producer than 70-30 in Argentine, to recoup the advances made out of the producer's 70%, and in other territories, 50-50.

It was moved, seconded and unanimously carried, as follows:

> RESOLVED, that Mr. Kelly be authorized to discuss with Mr. Alexander Krisel his proposition relative to a motion picture theatre in Shanghai, China, and that before consummating any transaction, he should report the matter back to the Chairman of the Board and the Board of Directors.

Mr. Buckley was then requested by the Chairman of the Board to render his report. Mr. Buckley reported negotiations had with ERPI relative to new recording rates for Erpi equipment, in which Erpi agreed to meet any RCA terms. He also reported that the organization had settled process suits, and that the share of the United Artists Corporation for the expenses was $5700.00.

He reported that he was encountering difficulty in closing the lease on the home office. Mr. Buckley also reported that he had an insurance plan for group insurance of employees of the corporation, which plan he was instructed to pursue and discuss with the Chairman of the Board.

It was moved, seconded and unanimously carried, as follows:

> RESOLVED, that this corporation pay its share of the expenses and assessment paid by the Hays Organization in settlement of the process suits, to-wit, the sum of $5700.00, and that each producer releasing feature photoplays be assessed pro ratably on the number of pictures distributed by this corporation, until it has reimbursed the amounts expended.

It was moved, seconded and unanimously carried, as follows:

> RESOLVED, that the resolution heretofore adopted relative to alternate credit on paid advertising be, and the same is re-adopted and affirmed.

Mr. Silverstone reported that there had been an agreement entered into by and between London Film Productions Limited, Alexander Korda, and United Artists Corporation, relative to the photoplays entitled: THE GHOST GOES WEST, ELEPHANT BOY, THE MAN WHO COULD WORK MIRACLES, and CONQUEST OF THE AIR, and that he recommended that said contract be executed by this corporation.

Whereupon, it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that any officer of this corporation be, and he is hereby authorized and instructed to execute said contract between London Film Productions Limited, Alexander Korda, and United Artists Corporation, releasing to London Film the right to distribute the photoplays entitled THE GHOST GOES WEST, ELEPHANT BOY, THE MAN WHO COULD WORK MIRACLES, and CONQUEST OF THE AIR, in the territories of Germany, provided the United Artists Corporation is paid five (5%) per cent of the producer's share of the revenue.

Mr. Silverstone reported that he had sent a cable in reference to approving the director and the cast for the photoplay HIGH TREASON. The Chairman announced that in his opinion the resolution heretofore made covered the matter, without the necessity of formal approval.

Mr. Silverstone reported to the meeting that it was necessary in many instances and highly desirable, that in various Continental subsidiary companies, the Board of Directors should be filled by residents in the respective localities in which is located the principal place of business of such subsidiary corporations, and without formal action being taken, it was the consensus of the Board that Mr. Silverstone should be privileged to exercise his discretion in this regard.

Mr. Silverstone reported that he had appointed Mr. Kastner as a director of United Artists (Export) Limited, and that he might enter into a two year contract with Mr. Kastner.

Mr. Silverstone reported that he was somewhat embarrassed because of the fact that his brother, Arthur Silverstone, who had proven to be a very able salesman, had not a contract with the English Company, and was being solicited by competitors, and that he wished the sense of the Board of Directors as to whether or not he should enter into a contract with Mr. Arthur Silverstone.

The Chairman of the Board told him that it was the sense of the meeting that he should use his own discretion, and if he thought advisable, to enter into a contract at such terms and for such compensation as was fair to both parties concerned.

It was also reported by Mr. Silverstone that he contemplated opening an United Artist Exchange in Egypt.

Mr. Silverstone reported on the general policy of the English Company relative to television.

He also reported that Arnold Pressburger desired to cancel the option in the United States and Canada.

Whereupon, Mr. Silverstone was instructed to cable the facts of his action, to the Chairman of the Board of Directors.

The matter of the claim of Mr. Greenhill was brought before the meeting, and after considerable discussion it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that the English Company should be instructed to pay Mr. Greenhill Five (5) Pounds per week, until further order of the Board of Directors.

Mr. Schaefer reported to the Board the negotiations that he had been having relative to the proposal for this company to enter into a contract for the release of short subjects, based upon the cartoon strip entitled SKIPPY.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that the officers and attorneys of the corporation negotiate and execute a contract for the release of cartoon shorts based upon the cartoon entitled SKIPPY, provided, however, that any such contract negotiated shall provide that the corporation has the right and option to cancel the same after the delivery of not more than two of said cartoon shorts, and provided further, that the Chairman of the Board approves the financial responsibility of the producer.

Upon motion made, seconded and unanimously carried, the meeting was adjourned to Monday, July 13th, 1936, at the hour of 4:00 o'clock P. M.

Pursuant to adjournment, the Board of Directors reconvened on Monday, July 13th, 1936, at the hour of 4:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present Dr. A. H. Giannini, Chairman of the Board, and Directors Mary Pickford, Charles Chaplin, Douglas Fairbanks, James A. Mulvey, Edward C. Raftery, and Loyd Wright, Secretary.

The matter of the proposed stockholders' contract was discussed, but no formal action was taken.

Upon motion duly made, seconded and unanimously carried, the meeting was adjourned to Tuesday, July 14th, 1936, at the hour of 5:00 o'clock P. M.

Pursuant to adjournment, the Board of Directors reconvened on Tuesday, July 14th, 1936, at the hour of 5:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present the same persons who attended the meeting the previous day.

No formal action was taken, and the meeting was on motion duly made, seconded and carried, adjourned to Wednesday, July 15th, 1936, at the hour of 5:30 o'clock P. M.

Pursuant to adjournment, the Board of Directors reconvened on Wednesday, July 15th, 1936, at the hour of 5:30 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present the same persons who attended the meeting the previous day.

No formal action was taken, and the meeting was on motion duly made, seconded and carried, adjourned to Thursday, July 16th, 1936, at the hour of 2:15 o'clock P. M.

Pursuant to adjournment, the Board of Directors reconvened on Thursday, July 16th, 1936, at the hour of 2:15 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present the same persons who attended the meeting the previous day.

No formal action was taken, and on motion made, seconded and unanimously carried, the meeting was adjourned until Monday, July 20th, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Pursuant to adjournment, the Board of Directors reconvened on Monday, July 20th, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present Dr. A. H. Giannini, Chairman of the Board, and Directors Mary Pickford, Douglas Fairbanks, Charles Chaplin; James A. Mulvey; there were also present Mr. Murray Silverstone, and the Secretary of the corporation, Loyd Wright.

The Chairman of the Board assumed the chair and announced that a quorum was present, and that the meeting was competent to proceed.

There was some discussion, but no formal action was taken, and the meeting was on motion duly made, seconded and carried, adjourned to Tuesday, July 21st, 1936, at the hour of 4:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Pursuant to adjournment, the Board of Directors reconvened on Tuesday, July 21st, 1936, at the hour of 4:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present the same persons who attended the meeting the previous day.

The Chairman assumed the chair and announced that a quorum was present, and that the meeting was competent

to proceed.

The Chairman of the Board announced that it was desirable, and had been requested by Mr. Silverstone that some one other than himself, even though he possessed the authority and the stockholders had full confidence in him if he wished to assume the same, to pass upon his expense account occasioned by the recent trip of himself and family to the United States to attend the Convention and the Stockholders' and Directors' meeting, as well as the expense accounts made necessary on various trips to the Continent.

Without formal action, and by consent of all present, the Chairman designated Director Mary Pickford to approve the expense accounts, and when approved by her the same was ordered to be filed.

The question of Christmas bonuses to be paid employees of the English and Export Companies, was then presented to the Board.

After discussion, it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that it is the sense of this Board of Directors that the same basis of paying Christmas bonuses be adopted for the coming Christmas season for the employees of the English Company and the Export Company, as was used for Christmas, 1935, with the understanding that Mr. Silverstone, Mr. Archibald and Mr. Carr for the English Company should be included, and Mr. Silverstone, Mr. Archibald and Mr. Lewis for the Export Company should be included.

B e i t f u r t h e r,

RESOLVED, that such bonuses as are paid to Mr. Silverstone shall be tax free.

Whereupon, on motion duly made, seconded and unanimously carried, the meeting was adjourned to Wednesday, July 22nd, 1936, at the hour of 4:00 o'clock P. M.

Pursuant to adjournment, the Board of Directors reconvened on Wednesday, July 22nd, 1936, at the hour of 4:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

There were present Dr. A. H. Giannini, Chairman of the Board, and Mary Pickford, Douglas Fairbanks, Charles Chaplin, James A. Mulvey; there were also present Mr. Murray Silverstone, Mr. George Cohen, Mr. Maurice Benjamin, and the Secretary of the corporation, Loyd Wright.

The Chairman of the Board assumed the chair and announced that a quorum was present, and that the meeting was competent to proceed.

Upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that that certain resolution adopted at the meeting of this Board of Directors of July 10th, 1936, reading as follows:

> "Resolved, that the resolution heretofore adopted relative to alternate credit on paid advertising be, and the same is re-adopted and affirmed;"

together with that certain resolution adopted by the Board of Directors at its meeting of June 18th, 1936, reading as follows:

> "RESOLVED, that until further order of this Board of Directors, the order of names or list of names of producers set forth in trade paper advertising shall be alternated",

be, and the same and each of them are hereby rescinded annulled and revoked.

The Secretary reported that the proposed contract between this corporation and Dr. A. H. Giannini had been amended to provide for a term of five years, in lieu of a term of three years, and further amended to permit Dr. Giannini to be a member of the Board of Directors of any bank, rather than restricting him to the Bank of America.

Whereupon, on motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that the Secretary of this corporation be, and he is hereby instructed to execute said contract with Dr. A. H. Giannini, for and on behalf of this corporation, as thus amended.

Miss Pickford reported to the meeting that the contract dated Feb. 28, 1936, the use of which was assigned to the Pickford-Lasky Productions, Inc., with a reversionary assignment to The Pickford Corporation, was being terminated.

The Secretary presented to the meeting the following contracts, and stated that the same had been presented at the stockholders' meeting of the Company held on this date, and that the same had been ordered to be executed:

1. Distribution contract between the corporation and Samuel Goldwyn, Inc., guaranteed by Samuel Goldwyn, dated July 22nd, 1936;

2. Distribution contract between the corporation and The Pickford Corporation, guaranteed by Mary Pickford, dated July 22nd, 1936;

3. Distribution contract between the corporation and The Elton Corporation, guaranteed by Douglas Fairbanks, dated July 22nd, 1936;

4. Distribution contract between the corporation and Charles Chaplin, dated July 22nd, 1936;

5. Contract dated July 22nd, 1936, between the corporation and Samuel Goldwyn, Inc., and Samuel Goldwyn;

6. A letter dated July 22nd, 1936, addressed to The Pickford Corporation and Mary Pickford, The Elton Corporation and Douglas Fairbanks, London Film Productions Limited and Alexander Korda, and Charles Chaplin;

7. Letter agreement between this corporation and Samuel Goldwyn, Inc., and Samuel Goldwyn, dated July 22nd, 1936, relative to an additional six photoplays per year being delivered to the corporation.

Whereupon, on motion made by Director Mary Pickford, seconded by Director Charles Chaplin and unanimously carried, it was,

RESOLVED, that the President and Secretary of this corporation be, and they are hereby instructed, authorized and directed to execute each of said contracts and letters above referred to, for and on behalf of this corporation, and as its corporate act.

It was moved, seconded and unanimously carried as follows:

RESOLVED, that the offices of the President and Chairman of the Board should be moved to some place other than at the studio;

B e i t f u r t h e r,

RESOLVED, that the President be, and he is hereby authorized to rent such space at such terms and at such location as he in his sole discretion shall determine.

On motion duly made, seconded and unanimously carried, and there being no further business to be presented to the Board, the meeting adjourned.

Chairman.

Attest:

Secretary.

August 26th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICE OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK CITY, ON THE 26TH DAY OF AUGUST, 1936.

The regular meeting of the Executive Committee of the United Artists Corporation was held on the 26th day of August, 1936, at the offices of the corporation, at 729 Seventh Avenue, New York City, at 10.30 o'clock in the morning.

There were present:

GEORGE J. SCHAEFER
GUY CARY
CHARLES SCHWARTZ
EDWARD C. RAFTERY

all members of the Executive Committee.

There were also present:

EMANUEL SILVERSTONE
(representing Alexander Korda)
HARRY D. BUCKLEY
(Vice-President)
ARTHUR W. KELLY
(Vice-President)
HARRY MULLER
(Treasurer)

Mr. Schaefer acted as Chairman of the meeting and Mr. Raftery acted as Secretary.

1. Mr. Kelly recommended to the meeting that the United Artists Corporation turn back to the Caddo Co. the corporation's right to distribute in foreign territories the following photoplays:

1. Arabian Knights
2. Hells' Angels
3. Front Page
4. Age for Love
5. Cock of the Air
6. Sky Devils
7. Scarface

Mr. Kelly also reported that the total unplayed contracts in the United States Dollars, in all territories amounted to approximately .....$6,554.00. and that most of the

unplayed business was in Continental Europe. It was his recommendation that all prints be turned over to the Caddo Company without charge and that all accessories be turned over at cost plus 10% and that all unplayed contracts be serviced by Caddo Company's agent and that United Artists Corporation collect the money and report to the producer. Mr. Kelly's recommendation was accepted.

2. Mr. Kelly made a similar recommendation regarding the so-called "Twentieth Century Photoplays" which had not been released by the United Artists Corporation in some of the foreign territories. Following is a schedule showing the situation regarding each picture:

TWENTIETH CENTURY FOX FILM CORPORATION

COUNTRY	PICTURE	
Australia	Born to be Bad	Banned
New Zealand	Born to be Bad	Banned
D.E.Indies	Advice to the Lovelorn	Unsuitable
	Blood Money	Unsuitable
	Born to be Bad	Unsuitable
	Bulldog Drummond	Unsuitable
	Looking for Trouble	"
	Last Gentleman	"
Straits Settlements	Blood Money	Banned in Singapore only Released in Siam
	Bulldog Drummond	" "
	Looking for Trouble	" "
French Indochina	Advice to the Lovelorn	Not Released
	Blood Money	"
	Born to be Bad	"
	The Bowery	Sold
	Bway thru a Keyhole	Not Released
	Bulldog Drummond	Sold
	Gallant Lady	Not Released
	House of Rothschild	" "
	Looking for Trouble	" "
	Moulin Rouge	Sold
	Last Gentleman	Not Released
	Les Miserables	"
	Affairs of Cellini	"
	Cardinal Richelieu	"
	Mighty Barnum	"
	Clive of India	"
	Call of the Wild	"
	Folies Bergere	Sold
Japan	Affairs of Cellini	Banned
South Africa	Advice to the Lovelorn	Not Released
	Blood Money	"
	Born to be Bad	"
	The Bowery	Banned

COUNTRY	PICTURE	
Haiti	Advice to the Lovelorn	Not Released
	Blood Money	"
	Born to be Bad	"
	Bway thru a Keyhole	"
	* Bulldog Drummond	"
	House of Rothschild	"
	Looking for Trouble	"
	* Affairs of Cellini	"
	Last Gentleman	"

(* Included as a choice in Didier's contract and may or may not be serviced)

3. Mr. Kelly reported that an agreement had been made with the British & Continental Trading Co. Inc. New York wherein said company assigned to the United Artists Corporation for Dutch East Indies its remaining distribution rights in "The Return of Chandu" and "Chandu on the Magic Island".

4. Mr. Kelly also reported that he was negotiating with Mr. Krellberg for certain all-Spanish talking photoplays which were to be produced in Mexico and which would be distributed by the corporation in South America and other Spanish-speaking territories.

5. Mr. Kelly reported that the United Artists Corporation was subscribing approximately $750. toward a so-called Czechoslovakian Defense Loan.

6. Mr. Kelly also reported that the company had entered into a contract with Harold Auten of 1540 Broadway New York, covering the purchase by the corporation of twelve (12) one-reel travelogues bearing the following titles:

Heart of Paris	Colonial Williamsburg
Bits of Brittany	Along the Life Line of the British Empire
Colorful Cairo	Damascus and Jerusalem
Cities of North Africa	Through Normandy to Mont St. Michel
Islands of Netherlands India	
Rambling in Vienna	Glimpse of Picturesque Java
	Ceremonies in Bali

for the territories of: Japan, China, Philippine Islands, Netherlands East Indies, New Zealand, Straits Settlements. Federated & Unfederated Malay States, Siam, Sarawak, Brit.No. Borneo, India, Burma, Ceylon, at a royalty per subject of $250. or a total royalty of $3000. Prints are to cost the corporation .016 (.016¢) per foot for foreign stock. The corporation is to take delivery of three subjects per month for July, August, September and October. The contract is as per the usual

corporation form and provides for a print cost and proportionate royalty refund if a short is banned in any one of the seven territories.

7. Mr. Kelly also reported that Mr. Silverstone was recommending that the corporation at this time not open a new exchange in Egypt but that a new deal should be made with the licensed agent.

8. Mr. Kelly and Mr. Muller made a detailed report in re proposed changes in short subject accounting and stated that detailed reports of the same would be furnished to producers.

9. Mr. Buckley asked for authority to complete the necessary arrangements for the supersedeas bond of approximately $87,000 which was to be filed in the Hart appeal now pending in the Appellate Division.

Mr. ~~Kelly~~ Buckley and Mr. Raftery were authorized to complete the necessary arrangements for the said bond upon the best terms obtainable.

10. Mr. Buckley asked authority to close a five year lease on the Denver Exchange at $150. per month. Authority was so given.

11. Mr. Buckley also asked authority to close a lease on the Atlanta, Ga. Exchange at $280 a month for two years and $300 a month for three years. Authority was so given.

12. Mr. Buckley asked for authority to conclude a one-year lease in New Orleans on the New Orleans Exchange at $3000 a year subject however that by paying $2400 in advance and securing a proper bond from the landlord, the rent would be fixed at $2400. Authority was so given.

13. Mr. Buckley also asked that authority be given to negotiate and consummate a lease on the Omaha, Nebraska Exchange for two years. Authority was so given.

14. Mr. Buckley and Mr. Muller reported that August 14,1936, the corporation had paid $417,886.67 for 4166-2/3 shares of the preferred stock and 1200 shares of the common stock of the Walter Wanger Company.

15. Mr. Buckley and Mr.Muller also reported that the company had received an additional assignment by Selznick, Inc. to the Bank of America for an additional

loan of $150,000. and after approval of counsel had executed the acceptance of same.

16. Mr. Buckley and Mr. Muller also reported that the company had received an additional assignment by Pickford-Lasky Corp. to the Bank of America for an additional loan of ...$100,000. and after approval of counsel had executed the acceptance of same.

17. Mr. Raftery asked authority to pay to the Special Legal Fund of the Hays Organization the sums of $280.12 and $265.21. It was so approved.

18. Mr. Buckley reported that the corporation had been paying one Sal Ragona $5. a week for some time past; that Mr. Ragona had been declared wholly incapacitated and was about to secure his insurance amounting to approximately $1000. It was the sense of opinion that this matter should be handled by Mr. Buckley.

19. Mr. Schwartz reported that the deal for the Crescent Theatres stock had been consummated in England and the money paid.

20. It was regularly moved, seconded and adopted that Price-Waterhouse Co. be appointed as auditors for the corporation for the ensuing year.

21. Mr. Muller reported that Mr. Murray Silverstone received the following cable from London dated July 22,1936:

"£ 60,000 Sterling at 5.02 17/32 Equivalent Dollars 301,518.76."

This cable indicated that the London Office has converted £ 60,000 into dollars in anticipation of payments of future commissions.

22. Mr. Schwartz reported that London Films had filed with the United States Government at Baltimore tax returns for all years, thus complying with all statutes, and that the return showed no tax due.

23. Mr. Silverstone then reported that Davis, Polk, Wardwell, Gardiner & Reed who were representing Mr. Korda in the matter wished a conference with Price Waterhouse and with a representative of O'Brien, Driscoll & Raftery for the purpose of discussing this situation. Mr. Raftery made arrangements for Mr. T. Newman Lawler and Mr. Paul D. O'Brien to meet with their representative at any convenient time.

24. Regarding the British & Dominion situation Mr. Lawler and Mr. Muller were directed to work out this situation with Mr. William Fitelson.

25. Mr. Kelly reported that a contract had been made by the United Artists (Aust.) Ltd. with the Victory Publicity Pty. Ltd. Melbourne, Victoria, wherein Victory Publicity Pty. Ltd. would supply the United Artists Corporation with lithograph posters for a period of two years. This contract was approved.

26. Mr. Muller presented to the meeting an estimated statement of profits for seven months to August 1st, 1936, copy of which is annexed hereto.

There being no further business before the meeting the same was on motion duly made and carried, adjourned.

EDWARD C. RAFTERY,

SECRETARY

August 26, 1936.

OPERATIONS

SEVEN MONTHS TO AUGUST 1,1936 (ESTIMATED)

	U.S. & Canada	Great Britain	Other Foreign	TOTAL
Operating Profit or Loss ** (After foreign income taxes)	$ 51,000	$734,000	$350,000	$1,033,000
Commissions From Foreign Offices to New York	632,000	*489,000	* 143,000	
Expenses of New York Foreign Dept. net	* 114,000			* 114,000
William S.Hart Co.Judgment	* 85,000			* 85,000
Normal Federal Income Taxes	* 29,000		* 2,000	* 31,000
	$353,000	$245,000	$205,000	# $ 803,000

** (Absorbs entire New York Home Office Expenses ...in red.

* Figures in Red

Subject to the following deductions:-

Mr. Silverstone's commissions on certain foreign profits
Mr. Schaefer's commissions on domestic profits since March 1,1936
Federal Surtax on Delaware Corporation's undistributed profits for the seven months period

$91,000

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE
PRESIDENT

NEWCOMB CARLTON
CHAIRMAN OF THE BOARD

J. C. WILLEVER
FIRST VICE-PRESIDENT

CHECK
ACCT'G INFMN.
TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

To Western Union:

Please send the attached telegram, day letter, to the people listed below:

Samuel Goldwyn, 1041 North Formosa Avenue, Hollywood, California;
Douglas Fairbanks, 1041 North Formosa Avenue, Hollywood, California;
Miss Mary Pickford, 1041 North Formosa Avenue, Hollywood, California;
Dr. A. H. Giannini, 1041 North Formosa Avenue, Hollywood, California;
Capt. Dennis F. O'Brien, Knickerbocker Building, New York, N. Y.
Mr. Charles Chaplin, 1416 North La Brea Avenue, Hollywood, California.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
August 24th, 1936.

Notice is hereby given that a special meeting of the stockholders of United Artists Corporation will be held on Friday, August 28th, 1936, at the hour of 10:30 o'clock A. M., at 1041 North Formosa Avenue, Los Angeles, California, for the purpose of considering and acting upon request of Alexander Korda for the distribution of six additional motion pictures which will be made in England, and also a proposed amendment to the so-called Pommer agreement, and such other and further business as may properly be presented at the meeting.

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	X
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE
PRESIDENT

NEWCOMB CARLTON
CHAIRMAN OF THE BOARD

J. C. WILLEVER
FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
August 24th, 1936.

Mr. Alexander Korda,
Care London Films,
London, England.

Notice is hereby given that a special meeting of the stockholders of United Artists Corporation will be held on Friday, August 28th, 1936, at the hour of 10:30 o'clock A. M., at 1041 North Formosa Avenue, Los Angeles, California, for the purpose of considering and acting upon request of Alexander Korda for the distribution of six additional motion pictures which will be made in England, and also a proposed amendment to the so called Pomer agreement, and such other and further business as may properly be presented at the meeting STOP Please wire your consent.

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise the message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT

NEWCOMB CARLTON, CHAIRMAN OF THE BOARD

J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Western Union:

Please send the attached telegram, straight message, to the following:

Douglas Fairbanks, 1041 North Formosa Avenue, Hollywood, California; Miss Mary Pickford, 1041 North Formosa Avenue, Hollywood, California; Mr. Charles Chaplin, 1416 North La Brea Avenue, Hollywood, California.

Loyd Wright.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

1106-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE
PRESIDENT

NEWCOMB CARLTON
CHAIRMAN OF THE BOARD

J. C. WILLEVER
FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
August 27th, 1936.

Due to Mr. Goldwyn's inability to get to the studio, the special meeting of stockholders of United Artists Corporation will be held at Mr. Goldwyn's home, 1200 Laurel Lane, Beverly Hills, instead of at the studio STOP Please make a note of the change of address. STOP Meeting will be held at same time as previously called, namely 10:30 A. M. Friday, August 28th, 1936.

United Artists Corporation,

By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER	X	DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
August 27th, 1936.

Mr. Charles Chaplin,
c/o Tuna Club,
Avalon, Catalina Island.

Due to Mr. Goldwyn's inability to get to studio, the special meeting of stockholders of United Artists Corporation will be held at Mr. Goldwyn's home, 1200 Laurel Lane, Beverly Hills, instead of at the studio STOP Please make a note of the change of address STOP Meeting will be held at same time as previously called, namely, 10:30 A. M. Friday, August 28th, 1936.

United Artists Corporation,

By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

THE QUICKEST, SUREST AND SAFEST WAY TO SEND MONEY IS BY TELEGRAPH OR CABLE.

MINUTES OF SPECIAL MEETING OF THE STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

Pursuant to notice of special meeting of stockholders of United Artists Corporation, such meeting was called to order by the President at the hour of 10:30 o'clock A. M., on Friday, August 28th, 1936.

The President directed the Assistant Secretary to call the roll of stockholders, and upon such roll call it was ascertained that a quorum of stockholders was not present. Whereupon, a motion was made, seconded and carried that said special meeting of stockholders be postponed, and that the same be held at the home of Mr. Samuel Goldwyn, 1200 Laurel Lane, Beverly Hills, California, on September 1st, 1936, at the hour of 10:30 o'clock A. M.

Pursuant to the foregoing, the postponed special meeting of stockholders of United Artists Corporation was called to order at the hour of 10:30 o'clock A. M., on September 1st, 1936, at 1200 Laurel Lane, Beverly Hills, California.

Upon roll call it was ascertained that all stockholders were present except Alexander Korda, to-wit:

The Pickford Corporation, by Mary Pickford, (proxy)	- 1000 shares
Charles Chaplin,	- 1000 shares
The Elton Corporation, by Douglas Fairbanks, (proxy)	- 1000 shares
Samuel Goldwyn,	- 1000 shares

There were also present the President of the corporation, Dr. A. H. Giannini, and Assistant Secretary Leo F. Samuels.

The President announced that a quorum was present and directed the Assistant Secretary to read the notice of said special meeting. The assistant Secretary read the notice of said special meeting, and was directed by the President to attach copies thereof to these minutes.

By unanimous consent of the stockholders, reading of the minutes of the last stockholders' meeting was dispensed with.

The President read to the meeting certain letters from Murray Silverstone concerning a proposal of Mr. Behrens. Without formal action of the stockholders, the Assistant Secretary was directed to record in the minutes that it was the sense of the meeting that if Mr. Behrens desired to come to this country and further explain his proposal to the stockholders, he should be permitted to do so.

The stockholders discussed at length various matters concerning the tax situation of this corporation, and after such discussion a motion was made by Mr. Goldwyn and seconded by Miss Pickford, that the following resolution be adopted:

> RESOLVED, that the President communicate with the Executive Committee and advise the members of that Committee that the Committee should submit the name, address and other information concerning a suitable and competent tax attorney in New York for consideration of the stockholders, with the view to the employment of such attorney as special tax counsel for this corporation.
>
> B e i t f u r t h e r,
>
> RESOLVED, that the President should consider and report to a meeting of the stockholders, his recommendations with reference to the possible reorganization of the legal department of this corporation.

The President read a letter from Arthur W. Kelly concerning a request of Mrs. Hiram Abrams for a loan of $3500.00 from this corporation, to be secured by mortgage on real estate. No formal action was taken. However, it was the consensus of opinion of the stockholders that United Artists Corporation had done everything possible for it to do to assist Mrs. Abrams, and under the circumstances that it should not make this loan.

The President read several letters addressed to him by Vice-President George J. Schaefer, relating to the plan of United Artists Corporation designating publicity men for various producers, to be employed at the expense of the

corporation. The gist of these letters was that the operation of this plan had, in the opinion of Mr. Schaefer, been misunderstood and that the continuance of the plan would lead to a great deal of confusion in its operation. After some discussion the motion was made by Mr. Goldwyn and seconded by Mr. Chaplin that the following resolution be adopted:

> RESOLVED, that the President of this corporation be, and he is hereby instructed to request all producers whose contracts provide for the designation of publicity men by United Artists Corporation, to be paid by United Artists Corporation, to agree to the amendment of their contracts by eliminating such provisions therefrom, and the President and Secretary of this corporation be, and they are hereby authorized to execute such amendatory agreements for and on behalf of United Artists Corporation.

The Secretary was requested by Mr. Goldwyn to obtain from Mr. James A. Mulvey a letter agreement on the part of Samuel Goldwyn, Inc., consenting to the amendment of the contract between his company and United Artists Corporation, in accordance with the above resolution.

The President thereupon stated that consideration had been given to the proposal of purchasing or leasing a site for the erection of a new office building for United Artists Corporation, and stated to the stockholders that after investigation he had reached the conclusion that it would be to the best interests of the corporation, from the standpoint of economy, that the corporation acquire, by purchase, a suitable location for a new building. After some discussion a motion was made by Mr. Chaplin and seconded by

Miss Pickford, that the following resolution be adopted:

> RESOLVED, that the President of this corporation be, and he is hereby authorized and empowered, on behalf of this corporation and as its act, to purchase a lot in a suitable location, and to enter into necessary contracts for the construction and erection of a building thereon, the total cost of the real property and building to be approximately $50,000.00, said building to be used as the offices of this corporation for its usual business purposes.

The President made a progress report with reference to negotiations for a proposed contract for the distribution of so-called "SKIPPY" cartoons. The President informed the stockholders of the possibility of a contract for the distribution of cartoons with clients represented by attorney Jerry Giesler. By common consent, the matter was referred to the President and to Vice-President George J. Schaefer for further consideration and possible negotiation.

Informal discussion was held with reference to the method of calculating commissions which may be payable to Murray Silverstone. Certain of the stockholders stated that they did not have full information with reference to the matter, and the President was requested to write to Mr. Silverstone for further details with reference to this situation.

Whereupon, upon motion duly made, seconded and unanimously carried, this special meeting of the stockholders was recessed to reconvene at the hour of 10:30 o'clock A. M.,

on September 8th,1936, at 1200 Laurel Lane, Beverly Hills, California.

On September 8th,1936, at the hour of 10:30 o'clock A.M., at 1200 Laurel Lane, Beverly Hills,California, the recessed meeting of stockholders of United Artists Corporation reconvened, with all of the stockholders present except Alexander Korda, as follows to-wit:

The Pickford Corporation, by Mary Pickford,(proxy)	-	1000 shares
Charles Chaplin,	-	1000 shares
The Elton Corporation, by Douglas Fairbanks, (proxy),	-	1000 shares
Samuel Goldwyn,	-	1000 shares.

There were also present the following, to-wit:

President A.H.Giannini, James A.Mulvey, and, Vice-President George J.Schaefer, Assistant Secretary, Leo F.Samuels.

The President announced that a request had been rereceived from Mr.Korda that he be permitted to produce in England, the six additional pictures, permission for which had heretofore been granted on condition that the same be produced in the United States. After considerable discussion of the matter by the stockholders, a motion was made by Mr.Fairbanks, seconded by Mr.Chaplin and unanimously carried, as follows:

RESOLVED, that this corporation permit Alexander Korda and London Film Productions Limited, to produce in England and distribute through the corporation, the six additional pictures per year, upon condition however, that all pictures so produced and delivered shall be personally produced by Alexander Korda, and otherwise be in accordance with the terms and conditions of the contract between this corporation and Alexander Korda and London Film Productions Limited, and that only the first six pictures so delivered in any year shall be credited, insofar as such delivery pertains to the delivery of shares of the capital stock of United Artists Corporation to Alexander Korda and London Film Productions Limited.

Mr. Samuel Goldwyn stated that he would give his written consent to the said action by United Artists Corporation.

Miss Pickford announced that she was contemplating an extended trip abroad which would make it impossible for her to attend any meetings of the Board of Directors of Walter Wanger Productions, Incorporated, and that under those circumstances she thought it advisable that she resign as a Director of that corporation. Whereupon, a motion was made, seconded and unanimously carried, as follows:

RESOLVED, that upon the resignation of Miss Mary Pickford from the Board of Directors of Walter Wanger Productions, Incorporated, Douglas Fairbanks should be designated and appointed as a Class "B" Director of said Walter Wanger Productions, Incorporated.

There being no further business, the meeting adjourned.

President.

Attest:

Assistant-Secretary.

October 2nd, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION, HELD AT THE OFFICE OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK CITY, ON THE 2ND DAY OF OCTOBER, 1936.

- - - - - -

The regular meeting of the Executive Committee of the United Artists Corporation was held October 2nd, 1936, at the offices of the corporation, at 729 Seventh Avenue, New York City, at 11 o'clock in the morning.

There were present:

GEORGE J. SCHAEFER
JAMES MULVEY
GUY CAREY
CHARLES SCHWARTZ
EDWARD C. RAFTERY

all members of the Executive Committee.

There were also present:

DENNIS F. O'BRIEN, General Counsel for the Corporation
HARRY D.BUCKLEY, Vice-President
HARRY MULLER Treasurer
EMANUEL SILVERSTONE representing Alexander Korda

Mr. Schaefer acted as Chairman of the meeting and Mr. Raftery acted as Secretary.

1. Mr. O'Brien made a full report regarding the tax hearing that was held in Washington before the Commissioner of Internal Revenue's representatives September 22nd, 1936, in re the 1931 United Artists Corporation tax, which Mr. O'Brien, Mr. Lawler and Mr. Muller attended, representing the corporation.

2. The second matter discussed was regarding the English tax situation.

3. Mr. Raftery then reported that the New York City Sales Tax case was now about to be heard in the Court of Appeals in Albany and it had been suggested by counsel

for some of the other companies that Fred Wood be retained as additional counsel in the case, his compensation to be paid in the same manner as other counsel were paid in matters affecting the industry generally. It was regularly moved, seconded and adopted that Mr. Wood be retained.

4. Mr. O'Brien then brought before the meeting the Patent Pools Agreements which were to be executed by the corporation for the benefit of all persons using the corporation's facilities for distribution; that this particular agreement required no expenditure of money but was an additional agreement made possible because of the settlement of the patent litigation heretofore referred to and which settlement was approved by the stockholders at the annual meeting of the stockholders in California.

5. Mr. Raftery then reported that the annual meeting of the stockholders of the United Artists Corporation, Ltd. of Canada had been held September 25th; that he had attended the meeting and that the directors authorized at the annual meeting of stockholders of this company, had been duly elected, to wit:

Dr. A.H.Giannini
George J.Schaefer
James A. Mulvey
Dennis F. O'Brien
Edward C. Raftery

6. Mr. Raftery also reported that he had just received advice from counsel in Atlanta, Ga. that the Supreme Court of Georgia denied the writ of certiorari filed by the plaintiff in the case of Sometco vs. United Artists Corporation, which definitely terminated the litigation in favor of the United Artists Corporation.

7. Mr. Muller then made the following reports:

(a) That at the request of the Executive Committee he had written to Mr. Loyd Wright August 26th, making the following inquiries:

1. Had Walter Wanger made a payment in connection with his subscription to the Walter Wanger Productions, Inc. stock?

2. Who had been appointed directors for United Artists Corporation and how were they appointed?

A copy of that letter was sent to Dr.Giannini. Mr. Muller reported a letter was received from Dr. Giannini in which he says:

"Please inform the committee that at the time

"the payment was made to Walter Wanger, both Mr.Wright and this office were very diligent in seeing to it that all terms and conditions were complied with. Mr. Wanger's payment for his subscription was made simultaneously with ours."

Mr. Muller further reported that he had requested a duplicate minute book of Mr. Wright, and was advised by Mr. Wright's office that upon his return from his vacation he would answer Mr. Muller's letter.

8. Mr. Muller further reported on September 17th, 1936, the corporation signed the Distributor's Acceptance to the Supplemental Mortgage, Pledge and Security Agreement by and between Reliance Pictures, Inc. and Bank of America National Trust and Savings Association, covering loan of $75,000 in addition to the $315,000. heretofore advanced, secured by "LET 'EM HAVE IT", "RED SALUTE", "MELODY LINGERS ON" and "THE LAST OF THE MOHICANS";the form of the papers having been approved by counsel for the corporation.

9. Mr. Muller further reported that Dr. Giannini had paid out of the corporation's Coast bank account $25,000. for the purchase of a lot at Canyon Drive and Clifton Way, Beverly Hills, and has engaged an architect to draw plans and specifications and to supervise construction of an office building to cost in the neighborhood of $25,000. in accordance with a resolution passed at a recent Stockholders' meeting.

10. Mr. Harry D. Buckley requested the approval of the Committee to the acceptance of assignment of Victor Saville Productions, Ltd. to Denham Securities, Ltd. and from Denham Securities Ltd. to Lloyds Bank, Ltd. of all revenues due Victor Saville Productions, Ltd. with respect to distribution of any pictures delivered by them to United Artists Corporation under contract dated April 6, 1936. Approval was so given.

11. Mr. Buckley reported regarding the following loans to employees which were duly approved:

Miss Louise Whitson	$100.00
Mr.J.A.Provost	$100.00
Mr.Edward Mullen	$300.00

The loans to Miss Whitson and Mr.Mullen are to be repaid at the rate of $10 a week, and the loan to Mr.Provost is to be repaid at the rate of $5. a week.

12. Mr. Muller submitted a copy of the estimated consolidated profit and loss for nine months ending September 26th, 1936, copy of which is attached.

13. Mr. Raftery then asked for approval of the Committee for payment to the Special Legal Fund of the Hays Organization by the corporation of the sum of $1162.60 as the corporation's share in the fee for counsel in the matter of Rolsky vs. United Artists et al. It was regularly moved, seconded and adopted that same be paid.

There being no further business before the meeting the same was on motion duly made and seconded, and adopted, adjourned.

Edward C. Raftery

Secretary

ESTIMATED CONSOLIDATED PROFIT AND LOSS
FOR THE NINE MONTHS ENDING SEPTEMBER 26, 1936.

- - - -

	U.S. & Canada	Great Britain	Other Foreign	TOTAL
Operating Profit or Loss (After foreign income taxes)*/*	$316,000.	$948,000	$418,000	$1,050,000
Commissions From Foreign Offices to New York	810,000	634,000*	176,000*	
Expenses of New York Foreign Dept. net *	137,000			137,000*
William S. Hart Co. Judgment *	85,000			85,000*
Normal Federal Income Taxes			5,000*	5,000*
	$272,000	$314,000	$237,000	#$823,000

/ (Red, Absorbs Entire New York Home Office Expenses)

* (in Red)

(Subject to the following deduction:

Federal Surtax on Delaware Corporation's undistributed profits for the nine months period $76,000.

It was regularly moved, seconded and unanimously adopted that Harry D. Buckley, vice-president of the corporation be and he hereby is authorized on behalf of the corporation to execute the following sub-license agreements with the following subsidiaries:

1. Contract dated August 30th, 1934, between Les Artistes Associes, France, and U. A. Delaware.

2. Contract dated December 7th, 1934, between Les Artistes Associes, Belgium and U.A.Delaware.

3. Contract dated December 10,1934, between United Artists, Czechoslovakia and U.A. Delaware.

4. Contract dated December 10,1934, between United Artists, Sweden and U.A.Delaware.

5. Contract dated December 10,1934, between United Artists, Denmark and U.A.Delaware.

6. Contract dated December 10,1934, between Unartisco, Switzerland and U.A.Delaware.

7. Contract dated September 30,1935, between Les Artistes Associes, Belgium and U.A.Delaware.

8. Contract dated September 30,1935, between Les Artistes Associes, France and U.A.Delaware.

9. Contract dated September 30,1935, between United Artists, Czechoslovakia and U.A. Delaware.

10. Contract dated September 30,1935, between United Artists, Sweden and U.A.Delaware.

11. Contract dated September 30,1935, between United artists, Denmark and U.A. Delaware.

12. Contract dated September 30,1935 between Unartisco, Switzerland and U.A.Delaware.

Executive Committee Meeting
United Artists Corporation
October 2nd, 1936.

OCTOBER 13th, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD AT THE OFFICES OF THE CORPORATION AT 729 SEVENTH AVENUE, NEW YORK CITY, NEW YORK, OCTOBER 13, 1936.

- - - - - - - -

The regular meeting of the Executive Committee of the United Artists Corporation was held on the 13th day of October, 1936, at the offices of the Corporation, at 729 Seventh Avenue, New York City, at 11 A.M.

There were present:

George J. Schaefer
Guy Cary
Charles Schwartz
James Mulvey
Edward C. Raftery

all members of the Executive Committee,

Dr. A. H. Giannini, President and Chairman of the Board of the Corporation,
Dennis F. O'Brien, General Counsel,
Emanuel Silverstone, Representing Alexander Korda
Harry D. Buckley, Vice-President
Harry Muller, Treasurer

and

T. L. Walker, Assistant to the President.

Mr. Schaefer acted as Chairman of the meeting and Mr. Raftery acted as Secretary.

1. Mr. Raftery reported to the meeting that through an oversight the resolution authorizing Harry D. Buckley to execute on behalf of the corporation certain contracts with various subsidiaries, had been omitted from the minutes of the last meeting, but that the said resolution had been prepared and mailed to the members of the committee.

2. Mr. Raftery then asked for approval of the payment of a bill in the sum of $1500 for services rendered by the firm of Colquitt, MacDougald, Troutman & Arkwright in the appeal hearings and trial of the Wometco Theatres Inc. case at Atlanta, Georgia. The bill was so approved and payment directed.

3. Mr. Muller reported that Mr. Walter Gould had appointed Mr. Paul Marcel Wir manager of the Cristobal Branch, effective October 5th, 1936, to replace Mr.Harold Sugarman, resigned. Mr. Muller further stated as there are three bank accounts which are operated by the Cristobal employees under Special Resolution, it is necessary that new resolutions be prepared to cover the change of signatures.

Counsel was directed to prepare proper resolutions substituting Mr. Paul Marcel Wir for Harold Sugarman in connection with the following bank accounts:

Royal Bank of Canada, Caracas, Venezuela
Royal Bank of Canada, Maracaibo, Venezuela
Banco Nacional de Nicaragua, Incorporado,
Managua, Nicaragua.

4. Mr. Buckley asked approval of the following matters:

(a) Authorization of a loan to Miss Cramer of the Kansas City Exchange in the amount of $150 - to be repaid at the rate of $25. a month by deduction from her salary;

(b) Approval of lease for new exchange quarters in Cleveland, Ohio. Term 5 years, rental $4000. a year ($333.33) a month; lease containing an option for renewal for an additional five years at $4200 a year;

(c) Detroit- New 5 year lease in Film Exchange Building at an annual rental of $5160 ($450) a month)

These items were duly approved.

5. Mr. Walker stated that the Wanger Company had made demand for the sum of $416,000 representing subscription to 4166 shares of the capital stock of the Walter Wanger Company, which sum would have to be paid within the next few days.

There being no further business before the meeting the same was on motion duly made and carried, adjourned.

EDWARD C. RAFTERY,
Secretary.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Persons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE
PRESIDENT

NEWCOMB CARLTON
CHAIRMAN OF THE BOARD

J. C. WILLEVER
FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

10-29-36.

To Western Union:

Please send the attached telegram to the following, straight telegram to those in the United States, and deferred cables to London:

Miss Mary Pickford, Sherry Netherlands Hotel, New York, N. Y.
Mr. Charles Chaplin, 1416 North La Brea Avenue, Hollywood, Calif.
Mr. Edward C. Raftery, Knickerbocker Building, New York, N. Y.
Mr. Guy Cary, 55 Wall Street, New York, N. Y.
Mr. Douglas Fairbanks, 1041 North Formosa Ave., Hollywood, Calif.
Mr. Samuel Goldwyn, 1041 North Formosa Avenue, Hollywood, Calif.
Dr. A. H. Giannini, 729 Seventh Avenue, New York, N. Y.
Mr. George J. Schaefer, 729 Seventh Avenue, New York, N. Y.
Mr. James Mulvey, 729 Seventh Avenue, New York, N. Y.
Mr. Charles Schwartz, 1450 Broadway, New York, N. Y.
Mr. Alexander Korda, 22 Grosvenor Square, London.
Sir Connop Guthrie, 22 Grosvenor Square, London.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

CLASS OF SERVICE DESIRED			
DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

CHECK
ACCT'G INFMN.
TIME FILED

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
October 28th, 1936.

This is to advise that a special meeting of the Board of Directors of United Artists Corporation is hereby called for Saturday, October 31st, 1936, at the hour of 10:00 o'clock A. M., at the principal place of business of the corporation in New York, to-wit, 729 Seventh Avenue, for the purpose of determining the place of holding the annual shareholders meeting as required by the By-Laws.

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION.

A Special Meeting of the Board of Directors of the United Artists Corporation was held at the offices of the corporation at 729 Seventh Avenue, New York City, New York, on the 31st day of October, 1936, at 10 o'clock A.M.

There were present the following directors:

Mary Pickford Fairbanks
Dr. A. H. Giannini
Douglas Fairbanks
James Mulvey
George Schaefer
Charles Schwartz
Edward C. Raftery

There were also present:

Dennis F. O'Brien, General Counsel,
Emanuel Silverstone, representing Alexander Korda,
Harry D. Buckley, Vice-President,
Harry Muller, Treasurer.

Dr. A. H. Giannini acted as Chairman of the meeting and Edward C. Raftery, assistant secretary, acted as secretary of the meeting.

Notice of due calling of the meeting was read and ordered filed.

Dr. Giannini stated the only purpose of the meeting was to fix a place for the holding of the annual meeting of stockholders of the corporation now set for November 10th, 1936, at 3 P.M.

Upon motion duly made, seconded and unanimously carried, it was ordered that 1041 North Formosa Avenue, Hollywood, California be fixed as the place of holding the annual meeting of stockholders, and the 10th of November, 1936, at 3 P.M. as the time.

There being no further business the meeting was on motion duly made, seconded and unanimously carried, duly adjourned.

Edward C. Raftery
Secretary

MATTERS TAKEN UP AT AN INFORMAL MEETING OF THE EXECUTIVE COMMITTEE.....
NOVEMBER 4,1935.

1. Request of Hays Organization for payment of $99.00 as our pro-rata share of $550.00 paid on account of settlement in re Neithold Bros. Inc. vs. Roth Amusement Enterprises, et al. APPROVED.

2. Request of Hays Organization for payment of $546.13 as our pro-rata share toward payment of bill for legal services and disbursements in the amount of $7,532.87 in re M.M.Fuller vs. Rob & Howley and Motion Picture Distributors. APPROVED.

3. Request of Hays Organization for payment of $187.52 as our pro-rata share toward payment of bill for legal services and disbursements in the amount of $2,586.53 in re investigation by Department of Justice in Texas of alleged violation of Sherman anti-trust Law by moving picture distributors. APPROVED.

4. At the request of the Executive Committee we wrote Loyd Wright requesting the names of the Directors of the Wanger Company and advice as to who designated the three directors for us. Mr. Wright replied that the Directors of the Wanger Company are as follows:

Walter F. Wanger
Justine Wanger
Dr. A.H.Giannini
Mary Pickford
Charles Chaplin

He also states that the directors insofar as United Artists Corporation is concerned were designated by Dr. Giannini and the Board of Directors of United Artists Corporation, but Mr. Giannini states that he was designated before he became president of United Artists Corporation and that he did not designate any directors. As to the request for a duplicate copy of the Minutes, Mr. Wright states: "I am without authority, as Secretary of the Walter Wanger Productions, Incorporated, to furnish copies of minutes to the Executive Committee of United Artists Corporation, but if you will advise me who has made the request, I will take the matter up further with both Dr. Giannini and Mr.Wanger."

5. Mr. Fuller reported the fact that Mr. Buckley signed as Vice-President of United Artists Corporation

an agreement dated August 26, 1936, with Columbia Pictures Distributing Company, Inc. This contract provides that the distribution rights in Dutch East Indies to certain Columbia pictures which were heretofore granted to Siem Samuels and later taken over by us through our acquisition of the distributing business of Siem Samuels would be extended for an indefinite period upon the same terms as the original contracts. The extension of these agreements was requested by the manager of our Dutch East Indies Branch. The action of Mr. Buckley in signing this contract was approved.

6. Mr. Emanuel Silverstone reported that on October 13, 1936, the representatives of London Film Productions, Ltd. filed with the United States Government a tax return covering the year ended April 30, 1936. He requested a copy of this report and Mr. Emanuel Silverstone asked that this request be put in writing.

- - - - - - - - - - - - - - -

STATE OF CALIFORNIA,)
(ss.
COUNTY OF LOS ANGELES.)

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on October 31st, 1936, send a written notice of the time and place, (the place having been designated by the Board of Directors as required by the By-Laws) of the holding of the annual meeting of the stockholders of said corporation, to-wit, Tuesday, November 10th, 1936, at the hour of 3:00 o'clock P. M., at 1041 North Formosa Avenue, Los Angeles, California; that said notice was mailed to each stockholder of said corporation, and said notices were sent as required by the By-Laws of said corporation, and that true copies of said notice are hereunto annexed to this affidavit.

Loyd Wright

SUBSCRIBED AND SWORN to
before me this 31st day
of October, 1 9 3 6.

Anita Garrett
Notary Public in and for
the County of Los Angeles,
State of California.

COPY.

Los Angeles, California,

October 31st, 1936.

Mr. Charles Chaplin,
1416 North La Brea Avenue,
Hollywood, California.

Please take notice that the annual meeting of the shareholders of UNITED ARTISTS CORPORATION, will be held at the California office of the corporation, to-wit, 1041 North Formosa Avenue, Los Angeles, California, on Tuesday, November 10th, 1936, at the hour of 3:00 o'clock P. M. This meeting has been called pursuant to the By-Laws, and will be held for the purpose of electing Directors and officers, and for the transaction of such other business as may be brought before the meeting.

Secretary of United Artists Corporation.

LW/AG

Similar notices sent to:

The Pickford Corporation,
The Elton Corporation,
Samuel Goldwyn,
Cap. Dennis F. O'Brien,
Dr. A. H. Giannini,
Mr. Alexander Korda.

KNOW ALL MEN BY THESE PRESENTS, That, THE ELTON CORPORATION, a corporation duly organized and existing under the Laws of the State of Delaware, by its duly authorized officer, and pursuant to a resolution of its Board of Directors, does hereby constitute and appoint DR. A. H. GIANNINI, its lawful attorney, substitute and proxy for THE ELTON CORPORATION, and in its name to vote upon all the stock held by it in United Artists Corporation at any special or annual meeting of the stockholders of said corporation, and any respective adjourned meetings thereof, as fully and to the same effect as if the corporation, or any officer of the corporation, could do were the corporation personally represented at said meeting.

IN WITNESS WHEREOF, THE ELTON CORPORATION has caused this instrument to be executed by its duly authorized officer and its corporate seal to be hereunto affixed this 31st day of October, 1936.

THE ELTON CORPORATION

By: Dwight Patterson
Treasurer

ATTEST:

Assistant Secretary.

UNITED ARTISTS CORPORATION

P R O X Y

FOR A SPECIAL MEETING OF SHAREHOLDERS, NOVEMBER 10, 1936

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned shareholder of UNITED ARTISTS CORPORATION, a Delaware corporation, has nominated, constituted and appointed and does hereby nominate, constitute and appoint D. E. Rose, the lawful attorney and proxy of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to attend the annual meeting of shareholders of said corporation to be held on November 10, 1936, and all adjournments thereof, and at said meeting and all adjournments thereof to vote any and all shares of stock of said corporation which may stand in the name of the undersigned, upon any and all questions which may come before such meeting or adjourned meetings, with the same force and effect as if the undersigned were present and personally voting, and particularly, but without prejudice to the generality of the foregoing language, to vote for the election of directors of said corporation, hereby ratifying and confirming all that my said attorney or proxy or his substitute may do by virtue hereof.

The undersigned hereby revokes any proxy or proxies heretofore given to vote upon or act with respect to such stock.

Witness the hand and seal of the undersigned this 9th day of November, 1936.

Lowell Mellett Jr

WITNESS:

A R Owens

No. of Shares: 1000

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable symbol above or preceding the address.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

SYMBOLS

DL = Day Letter
NM = Night Message
NL = Night Letter
LC = Deferred Cable
NLT = Cable Night Letter
Ship Radiogram

The filing time shown in the date line on telegrams and day letters is STANDARD TIME at point of origin. Time of receipt is STANDARD TIME at point of destination.

Received at Main Office, 608-610 South Spring St., Los Angeles, Calif. Always Open 1936 NOV 5 PM 1 35

CDY309 CABLE=DENHAM 124 1/44 5 836P

LC LOYD WRIGHT=

UNITED ARTISTS OFFICES LOSA=

HAVE TODAY SENT EMANUEL SILVERSTONE CABLE READING QUOTE YOU ARE HEREBY AUTHORISED BY ALEXANDER KORDA SIR CONNOP GUTHRIE AND LONDON FILM PRODUCTIONS LIMITED TO ATTEND ON THEIR BEHALF AND TO ACT AS THEIR ATTORNEY AT THE ANNUAL=

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable symbol above or preceding the address.

WESTERN UNION

132

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

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Received at Main Office, 608-610 South Spring St., Los Angeles, Calif. Always Open

1936 NOV 5 PM 1 35

CDY309 2/54=

STOCKHOLDERS MEETING OF UNITED ARTISTS CORPORATION TO BE HELD AT LOSANGELES ON TENTH NOVEMBER 1936 AND AT ANY ADJOURNMENT THEREOF AND TO VOTE ON BEHALF OF THE ABOVE NAMED AT SUCH MEETING STOP YOU ARE ALSO HEREBY AUTHORISED TO ATTEND AND TO VOTE ON BEHALF OF THE ABOVE NAMED AT ANY MEETING OF THE=

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cable-gram unless its deferred character is indicated by a suitable symbol above or preceding the address.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

SYMBOLS

DL = Day Letter
NM = Night Message
NL = Night Letter
LC = Deferred Cable
NLT = Cable Night Letter
Ship Radiogram

1926 NOV 5 PM 1 35

The filing time shown in the date line on telegrams and day letters is STANDARD TIME at point of origin. Time of receipt is STANDARD TIME at point of destination.

Received at Main Office, 608-610 South Spring St., Los Angeles, Calif. Always Open

CDY309 3/26=

DIRECTORS OF UNITED ARTISTS CORPORATION HELD PRIOR OR SUBSEQUENT TO THE SAID ANNUAL MEETING UNQUOTE PLEASE CABLE IF THIS IS SUFFICIENT FOR OUR PROXY REGARDS=

KORDA.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

MINUTES OF ANNUAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

The Stockholders of United Artists Corporation met in annual session, as required by the By-Laws, on Tuesday, November 10th, 1936, at the hour of 3:00 o'clock P. M., at 1041 North Formosa Avenue, Los Angeles, California, the place designated by the Board of Directors at which said annual meeting should be held.

By agreement of all present, President A. H. Giannini assumed the chair, and Loyd Wright, Secretary of the corporation, acted as Secretary of the meeting.

The Secretary then presented the call of the meeting, which was examined and found to be regular, and ordered placed in the minute book next succeeding these minutes.

The Secretary then presented to the meeting, proxies of the following:

The Pickford Corporation;

The Elton Corporation;

Samuel Goldwyn; and,

Alexander Korda,

all of which were found regular.

Whereupon, the roll was called, and it was ascertained that all stockholders were present in person or proxy, to-wit:

The Pickford Corporation,
By Mary Pickford, Proxy, - 1000 shares;

Charles Chaplin, - 1000 shares;

The Elton Corporation,
By Dr. A. H. Giannini,
Proxy, - 1000 shares;

Samuel Goldwyn,
By D. E. Rose, Proxy, - 1000 shares;

Alexander Korda,
By ~~Emanuel~~ Silverstone,
Proxy, - 1000 shares.

There were also present Thomas L. Walker and Leo F. Samuels.

Upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the reading of the minutes of the previous stockholders' meeting be dispensed with.

Upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the reports of officers and committees be, and the same are hereby waived.

The Chairman declared that the next order of business was the election of Directors and officers.

Whereupon, it was moved, seconded and unanimously carried as follows:

RESOLVED, that the Secretary of this corporation be, and he is hereby instructed to cast the unanimous ballot for Directors of this corporation to serve until the next annual meeting, or until their successors are elected and qualify, as follows, to-wit:

Mary Pickford,	Charles Chaplin,
Samuel Goldwyn,	Dr. A. H. Giannini,
Alexander Korda,	Sir Connop Guthrie,
Edward C. Raftery,	George J. Schaefer,
Guy Cary,	James Mulvey,
Charles Schwartz,	Thomas L. Walker.

Pursuant to the above resolution, the Secretary cast the unanimous ballot for the persons above named, and they were thereupon elected Directors of this corporation.

The Chairman announced that the next order of business was the election of officers of the corporation.

Whereupon, it was moved, seconded and unanimously carried as follows:

> RESOLVED, that the following persons be elected to the respective offices set opposite their respective names, to-wit:
>
> | | |
> |---|---|
> | Chairman of the Board of Directors | - Dr. A. H. Giannini |
> | President, | - Dr. A. H. Giannini |
> | First Vice-President | - George J. Schaefer |
> | Vice-President | - Arthur W. Kelly |
> | Vice-President | - Harry D. Buckley |
> | Treasurer | - Harry Muller |
> | Secretary | - Loyd Wright |
> | Assistant-Secretaries | - Edward C. Raftery, |
> | | - Harry Muller, and |
> | | - Leo F. Samuels |
> | Assistant Treasurer | - N. L. Thompson |

On motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that Thomas L. Walker, in his capacity as an employee of this corporation be, and he is hereby given the title of Assistant to the President.

The next order of business was a discussion of the matter of the Legal Department, and the compensation to be paid, which matter was passed on at the meeting of September 1st, 1936. Said matter was, after lengthy consideration and discussion, referred back to the President and Chairman of the Board.

It was moved, seconded and unanimously carried as follows:

> RESOLVED, that if any Stockholder-Producer has heretofore been granted, or may hereafter be granted the right to make additional photoplays and release the same through and pursuant to his or its contract with this corporation, there shall not be any restriction placed upon the locale of the making of said additional photoplays, by this corporation.

It was explained that the foregoing resolution was more or less a declaration of policy as to any additional photoplays that the corporation might grant a Stockholder-Producer the right to make; it was the present feeling of the meeting that said photoplays might be made anywhere in the world, but that the mere fact that this resolution had been adopted, was not to be deemed or construed or taken as a grant or right to any Stockholder Producer by reason of said resolution alone, to make additional photoplays.

It was moved, seconded and unanimously carried as follows:

> RESOLVED, that all acts of the Board of Directors, officers and Executive Committee since the last annual meeting of the stockholders be, and the same are hereby ratified, approved and confirmed.

There was then presented to the meeting, the financial statement of the corporation, and the Assistant to the President and the President discussed with the stockholders the present financial position and affairs of the corporation.

It was moved, seconded and unanimously carried as follows:

> RESOLVED, that the request of Criterion Film Productions Limited that VALERIE HOBSON be approved as the leading lady in the forthcoming pictures to be made by Criterion Film Productions Limited be, and the same is hereby granted, and the said VALERIE HOBSON is hereby approved as leading lady for such photoplays.

On motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that the meeting be adjourned to Wednesday, November 11th, 1936, at the hour of 11:00 o'clock A. M.

Pursuant to adjournment, the Stockholders of United Artists Corporation reconvened on Wednesday, November 11th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call it was ascertained that the same stockholders were present as were in attendance at the meeting held on the previous day, and in addition thereto, the following: Dr. A. H. Giannini, Thomas L. Walker, Leo F. Samuels, and the Secretary, Loyd Wright.

After discussion it was moved, seconded and unanimously carried, as follows:

RESOLVED, that the stockholders of United Artists Corporation hereby recommend to the Board of Directors at a properly called and held meeting to authorize the declaration by the corporation of a special dividend from the undistributed earnings of the corporation for the current year of 1936, of $250,000.00, at the rate of Fifty Dollars ($50.00) per share of the issued and outstanding common stock of the corporation, to the stockholders of record on the books of the corporation as of December 1, 1936, such dividend being payable on the 15th day of December, 1936; and that it be recorded upon the minutes of such meeting that the Board of Directors would prefer to retain in the business of the corporation the cash amount represented by this special dividend at this time, with respect to the earnings of the corporation for the present calendar year, as such earnings cannot be shown with sufficient exactness, in the usual course of business of the corporation, for some time after the end of the current year, and are declared at this time because of advice from the attorneys of the corporation that the dividend must be actually paid out before the end of the calendar year, because of the amendments to the United States income tax law adopted by the United States Congress in the year of 1936.

After discussion, it was moved, seconded and unanimously carried, as follows:

RESOLVED, that this meeting of stockholdershereby recommends to the Board of Directors the adoption of the following resolutions, at an early meeting, to-wit:

WHEREAS, the Corporation has by instrument dated November 30th, 1929, heretofore retired, under Section 27 of the Delaware Corporation Law, six thousand seven hundred fifty (6,750) shares of an authorized total of eight thousand (8,000) shares of preferred stock of the par value of One Hundred Dollars ($100.00) per share; and

WHEREAS, the said 6,750 shares of stock are presently classified as authorized and unissued stock; and

WHEREAS, there remains also unissued twelve hundred fifty (1,250) shares of the said preferred stock; i t i s t h e r e f o r e

RESOLVED, that the said eight thousand (8,000) unissued shares of preferred stock of par value of $100.00 be and they hereby are cancelled, and that all reference to preferred shares of stock of the corporation in paragraph (Fourth) of the Certificate of Incorporation be eliminated therefrom to the same extent as if no such preferred stock had ever been authorized and issued.

WHEREAS, this corporation is authorized to issue 9,000 shares of common stock without par value, all of which has been issued and 4,000 shares of which have been repurchased and is now in the Treasury of the corporation, leaving 5,000 shares of such common stock issued and outstanding; and

WHEREAS, it is deemed desirable that the said Treasury stock be cancelled and retired, it is, therefore,

RESOLVED, that the 4,000 shares of common stock without par value heretofore issued and repurchased by this corporation, and now standing in the corporation's Treasury be, and the same are hereby cancelled, and that an amount not exceeding that part of the capital of the corporation represented by the shares so retired, may be charged against or paid out of the capital of the corporation in respect to such shares; that the proper officers of the corporation be directed to procure the consents of all the stockholders to this amendment of the Certificate of Incorporation.

BE IT RESOLVED, that the stated value upon the books of the corporation, of the 5,000 shares of common stock issued, be, and the same is hereby changed from FIVE ($5.00) DOLLARS per share to ONE HUNDRED ($100.00) DOLLARS per share, and the sum of FOUR HUNDRED SEVENTY-FIVE THOUSAND ($475,000.00) DOLLARS be transferred from surplus account to capital stock account, to reflect such change in stated value.

On motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the meeting be and the same is hereby adjourned.

Chairman

Attest:

Secretary

MINUTES APPROVED:

THE PICKFORD CORPORATION,

By Mary Pickford
Proxy. - Owner of 1000 shares.

Charles Chaplin - Owner of 1000 shares.
Charles Chaplin.

THE ELTON CORPORATION,

By
Proxy. - Owner of 1000 shares.

Samuel Goldwyn. - Owner of 1000 shares.

By
Proxy.

ALEXANDER KORDA,

By
Proxy. - Owner of 1000 shares.

MINUTES OF ORGANIZATION MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION.

Immediately after the adjournment of the annual Stockholders' meeting of United Artists Corporation, the Board of Directors of United Artists Corporation met in special session, at the hour of 12:00 o'clock noon on Wednesday, November 11th, 1936, at 1041 North Formosa Avenue, Los Angeles, California.

The Chairman of the Board assumed the chair, and Loyd Wright, Secretary of the corporation, acted as secretary of the meeting.

Upon roll call it was ascertained that Directors Mary Pickford, Charles Chaplin, Dr. A. H. Giannini, and Thomas L. Walker were present. There were also present D. E. Rose, Emanuel Silverstone and Leo F. Samuels.

The Chairman announced that a quorum was present, and the meeting was competent to proceed.

Upon motion made, seconded and unanimously carried, it was,

RESOLVED, that the reading of the minutes of the last meeting of the Board of Directors be, and the same is hereby waived.

The Chairman reported that at the Stockholders' meeting held on November 10th, 1936, there had been elected the following Officers, to-wit:

Chairman of the Board of Directors,	-	Dr. A. H. Giannini,
President,	-	Dr. A. H. Giannini,
First Vice-President,	-	George J. Schaefer,
Vice-President,	-	Arthur W. Kelly,
Vice-President,	-	Harry D. Buckley,
Treasurer,	-	Harry Muller,
Secretary,	-	Loyd Wright,
Assistant-Secretaries,	-	Edward C. Raftery,
	-	Harry Muller, and
	-	Leo F. Samuels,
Assistant-Treasurer,	-	N. L. Thompson.

The Chairman announced that while it was not necessary, it was nevertheless proper that the Board of Directors confirm the foregoing.

Whereupon, on motion duly made, seconded and unanimously carried, itwas,

> RESOLVED, that the election by the Stockholders of the respective persons to the respective offices above set forth opposite their names be, and the same is by this Board of Directors in each particular and instance, ratified, approved and confirmed.

The Chairman announced that the Stockholders had designated a title for Mr. Thomas L. Walker, as Assistant to the President.

Whereupon it was moved, seconded and unanimously carried, as follows, to-wit:

> RESOLVED, that Thomas L. Walker be, and he is hereby designated and given the title of Assistant to the President.

The Chairman announced that the next order of business was the election of an Executive Committee.

Whereupon, it was moved, seconded and unanimously carried, as follows:

RESOLVED, that the following persons be, and they are hereby elected members of the Executive Committee of this corporation, to-wit:

Dr. A. H. Giannini, George J. Schaefer,
Sir Connop Guthrie, Guy Cary,
Edward C. Raftery, James Mulvey, and
Charles Schwartz.

B e i t f u r t h e r,

RESOLVED, that Dr. A. H. Giannini be the Chairman of the Executive Committee, Mr. George J. Schaefer the Vice-Chairman who shall act in the absence of the regular Chairman, and Mr. Edward C. Raftery who shall act as Secretary.

The Chairman announced that there had been executed a contract with architect Douglas Honnold, and a construction contract with Pozzo Construction Company.

Whereupon, it was moved, seconded and unanimously carried, as follows:

RESOLVED, that said contracts with Douglas Honnold and Pozzo Construction Company be, and the same are hereby approved, ratified and confirmed, and the acts of the Assistant Secretary and other officers in executing the same be, and the same are hereby ratified and approved.

The Secretary presented to the meeting the Pall Mall contract, which was upon motion made, seconded and unanimously carried, ratified and approved.

There was presented to the Board by the Secretary, the matter of whether or not the photoplay "DARK JOURNEY", being produced by Victor Saville Productions Limited, should be construed and classified as a London Film production, so as

to entitle the same to be distributed in the United States. After considerable discussion, the matter was referred to the Chairman of the Board to report back to the Board of Directors or the Executive Committee.

The question of the payment of Christmas bonuses to employees of the corporation was presented to the Board; upon motion duly made, seconded and unanimously carried, it was,

> RESOLVED, that the Executive Committee should determine what Christmas bonuses should be paid to the employees of the corporation for Christmas of 1936.

Upon motion made, seconded and unanimously carried, it was,

> RESOLVED, that any officer of this corporation be, and he is hereby authorized for and on behalf of the corporation, to execute amendments to producer contracts, eliminating the clause calling for a publicity man, at the expense of the corporation, being subdivision (pp) of subsection 2 of Article TENTH of said contract.
>
> B e i t f u r t h e r,
>
> RESOLVED, that any and all amendments heretofore executed, eliminating said clause, be, and the same are hereby ratified, approved and confirmed for and on behalf of this corporation.

There being no further business, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Chairman.

Attest:

Secretary.

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION.

A special meeting of the Board of Directors of United Artists Corporation was held at 1041 North Formosa Avenue, Hollywood, California, on December 2, 1936, at the hour of 11:00 o'clock A. M.

The President assumed the chair, and upon roll call it was ascertained that Directors Mary Pickford, Charles Chaplin, Dr. A. H. Giannini and Thomas L. Walker were present. There were also present D. E. Rose, representing Mr. Samuel Goldwyn, Loyd Wright, Secretary of the corporation, and Leo F. Samuels, Assistant Secretary. Whereupon, the Chairman announced that the meeting was competent to proceed.

The minutes of the previous meeting were read and approved as read.

The Chairman called the Board's attention to the recommendations of the stockholders to the Directors, passed at the annual meeting of the stockholders of the corporation relative to the declaration of a $250,000.00 cash dividend, the cancellation of 8,000 shares of the corporation's unissued preferred stock, and 4,000 shares of the issued and repurchased common stock, and the raising of the stated value of the common stock on the books of the corporation from $5.00 to $100.00.

Whereupon, after considerable discussion, on motion duly made, seconded and carried, it was,

RESOLVED, that there be declared and paid from the undistributed net earnings of the corporation for the current year 1936, a cash dividend in the

sum of $250,000.00 at the rate of $50.00 per share of the issued and outstanding common stock of the corporation to the stockholders of record on the books of the corporation as of December 1, 1936, such dividend to be payable on the 15th day of December, 1936.

Be it further,

RESOLVED, that this Board of Directors would prefer to retain in the business of the corporation the cash amount represented by the foregoing special dividend with respect to the earnings of the corporation for the present calendar year, as such earnings cannot be shown with sufficient exactness in the usual course of business of the corporation for some time after the end of the current year and are declared at this time because of advice from the attorneys of the corporation that the dividend must be actually paid out before the end of the calendar year because of the amendments to the United States Income Tax Law adopted by the United States Congress in the year 1936.

Be it further resolved that,

WHEREAS, the Corporation has by instrument dated November 30th, 1929, heretofore retired, under Section 27 of the Delaware Corporation Law, six thousand seven hundred fifty (6,750) shares of an authorized total of eight thousand (8,000) shares of preferred stock of the par value of One Hundred Dollars ($100.00) per share; and,

WHEREAS, the said 6,750 shares of stock are presently classified as authorized and unissued stock; and,

WHEREAS, there remains also unissued twelve hundred fifty (1250) shares of the said preferred stock; it is therefore,

RESOLVED, that the said eight thousand (8,000) unissued shares of preferred stock of the par value of $100.00 per share be, and they hereby are cancelled, and that all reference to preferred shares of stock of the corporation in paragraph "Fourth" of the Certificate of Incorporation be eliminated therefrom to the same extent as if no such preferred stock had ever been authorized and issued.

Be it further,

RESOLVED, that whereas, this corporation is authorized to issue 9,000 shares of common stock without par value, all of which have been issued and 4,000 shares of which have been repurchased and are now in the Treasury of the corporation, leaving 5,000 shares of such common stock issued and outstanding; and,

WHEREAS, it is deemed desirable that the said Treasury stock be cancelled and retired, it is therefore,

RESOLVED, that the 4,000 shares of common stock without par value heretofore issued and repurchased by this corporation, and now standing in the corporation's Treasury be, and the same are hereby cancelled, and that an amount not exceeding that part of the capital of the corporation represented by the shares so retired, may be charged against or paid out of the capital of the corporation in respect to such shares; that the proper officers of the corporation be directed to procure the consents of all the stockholders to this amendment of the Certificate of Incorporation.

Be it further,

RESOLVED, that the stated value upon the books of the corporation of the 5,000 shares of common stock issued be, and the same is hereby, changed from Five Dollars ($5.00) per share to One Hundred Dollars ($100.00) per share, and the sum of Four Hundred Seventy-five Thousand Dollars ($475,000.00) be transferred from surplus account to capital stock account, to reflect such change in stated value.

Be it further,

RESOLVED, that the Certificate of Incorporation of said United Artists Corporation be amended by striking out all of the Article thereof numbered "Fourth", and by inserting in lieu thereof the following:

"FOURTH: The total number of shares authorized to be issued by the Corporation is Five Thousand (5,000) without par value.

At all elections of Directors of the Corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute

them among the number to be voted for or any two or more of them as he may see fit. This right when exercised, shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the By-Laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Such stock may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof."

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

B e i t f u r t h e r,

RESOLVED, that the proper officers of this corporation be, and they are hereby, authorized to execute the necessary certificate amending the Certificate of Incorporation of this corporation in keeping with the foregoing resolution.

The Chairman called attention to the fact that in his

opinion new certificates of stock should be issued to the stockholders of the corporation replacing those outstanding, which said new certificates should embody the added restrictions placed upon their transfer by the By-Laws of the corporation, and that said new certificates should bear the legend set forth in the By-Laws as revised at the annual meeting of the stockholders of the corporation on July 7, 1936.

Whereupon, on motion duly made, seconded and unanimously carried, it was

> RESOLVED, that the Secretary of this corporation be, and he is hereby, directed to request of The Pickford Corporation, The Elton Company, Charles Chaplin and Samuel Goldwyn that the common stock of this corporation now held by each of them, be delivered up for cancellation and that a new certificate of common stock be reissued to each of said stockholders in a like number of shares as the certificates which were delivered up for cancellation, which said new certificates shall bear a legend in conformity with the By-Laws of this corporation as revised at the annual meeting of United Artists Corporation held July 7, 1936.

The Chairman reviewed the proceedings and resolutions passed at the last meeting of the Board of Directors, and upon motion duly made, seconded and carried, it was

> RESOLVED, that all resolutions passed at the meeting of the Board of Directors of this corporation held on November 11, 1936, be, and the same are, hereby ratified, confirmed and approved.

The President brought up the question of his acting as a Director of Selznick International Pictures, Inc., and Walter Wanger Productions, Incorporated.

Whereupon, it was moved, seconded and unanimously carried as follows, to-wit:

> RESOLVED, that there is no objection by this Board of Directors of United Artists Corporation, to Dr. A. H. Giannini's acting as a member of the Board of Directors of Selznick International Pictures, Inc., and/or Walter Wanger Productions, Incorporated.

The Secretary then presented to the Board the resignation of Mr. Samuel Goldwyn as a Director.

Upon motion made, seconded and unanimously carried, it was,

> RESOLVED, that the resignation of Mr. Samuel Goldwyn as a Director of this corporation be, and the same is hereby accepted, effective immediately.
>
> B e i t f u r t h e r,
>
> RESOLVED, that the resignation of Mr. Samuel Goldwyn be placed in the minute book next succeeding these minutes.

It was moved, seconded and unanimously carried as follows, to-wit:

> RESOLVED, that until further order of this Board of Directors, all regular and special meetings of the Board of Directors of United Artists Corporation be held at the office of the corporation in California, to-wit, 1041 North Formosa Avenue, Los Angeles, California, in lieu of holding the same at the principal office of the corporation, 729 Seventh Avenue, New York City, N. Y.

There being no further business, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Attest: Loyd Wright.
Secretary.

A. H. Giannini
Chairman.

STATE OF CALIFORNIA, }
COUNTY OF LOS ANGELES. } ss.

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on November 27th, 1936, send a notice of the time and place of a special meeting of the Board of Directors of said corporation, to each Director of said corporation, said special meeting having been called for December 2nd, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California; that said notice was sent by telegram as required by the By-Laws of said corporation, and that a true copy of said notice is hereunto annexed to this affidavit.

Loyd Wright

SUBSCRIBED AND SWORN TO BEFORE ME THIS 27th day of November, 1936.

Anita Garrett
Notary Public in and for said County and State.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

November 27, 1936

To Western Union:

Please send the attached telegram to the following, straight telegram to those in the United States, and deferred cable to LONDON:

Miss Mary Pickford, 1041 North Formosa Ave., Hollywood, Calif.
Mr. Charles Chaplin, 1416 North LaBrea Ave., Hollywood, Calif.
Mr. Edward C. Raftery, Knickerbocker Building, New York, N. Y.
Mr. Guy Cary, 55 Wall Street, New York, N. Y.
Mr. Thomas J. Walker, 1041 North Formosa Ave., Hollywood, Calif.
Mr. Samuel Goldwyn, 1041 North Formosa Ave., Hollywood, Calif.
Dr. A. H. Giannini, 1041 North Formosa Ave., Hollywood, Calif.
Mr. George J. Schaefer, 729 Seventh Ave., New York, N. Y.
Mr. James Mulvey, 729 Seventh Ave., New York, N. Y.
Mr. Charles Schwartz, 1450 Broadway, New York, N. Y.
Mr. Alexander Korda, 22 Grosvenor Square, London.
Sir Connop Guthrie, 22 Grosvenor Square, London.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
November 27, 1936.

This is to advise that a special meeting of the Board of Directors of United Artists Corporation is hereby called for Wednesday, December 2nd, 1936, at the hour of 11:00 o'clock, A. M., at 1041 North Formosa Avenue, Hollywood, California.

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

December 7, 1926.

To the Board of Directors
of United Artists Corporation.

Gentlemen:

I hereby tender my resignation as a director of United ~~Artists~~ Corporation, a Delaware corporation, said resignation to take effect immediately.

Very truly yours,

Lewis Selznick Jr.

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

The stockholders of United Artists Corporation met in special session at 12:00 o'clock noon, on Wednesday, December 2nd, 1936.

The President called the meeting to order. The notice of the call of said meeting was read and ordered filed in the Minute Book of the corporation, next succeeding these minutes.

Upon roll call, it was ascertained that there were present in person or proxy, the following, to-wit:

The Pickford Corporation, by Mary Pickford, (proxy)	- 1000 shares
Charles Chaplin	- 1000 shares
The Elton Corporation, by Dr. A. H. Giannini, (proxy)	- 1000 shares
Samuel Goldwyn, By D. E. Rose, (proxy)	- 1000 shares

Whereupon, it was announced that the meeting was competent to proceed.

The first order of business was the election of a Director to fill the vacancy created by the resignation of Director Samuel Goldwyn.

It was moved, seconded and unanimously carried, as follows:

> RESOLVED, that D. E. Rose be, and he is hereby elected a Director of this corporation to fill the vacancy on the Board created by the resignation of Samuel Goldwyn.

The minutes of the previous stockholders' meeting were read and approved as read.

The President announced that at a special meeting of the Directors of this corporation, held on December 2, 1936, the Board of Directors adopted a resolution changing the stated value of the common stock of the corporation from $5.00 per share, to $100.00 per share, and that it would be in order for the stockholders to approve the same.

Whereupon, on motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the resolution passed at the foregoing meeting of the Board of Directors, in words and figures as follows, to-wit:

"RESOLVED, that the stated value upon the books of the corporation of the 5,000 shares of common stock issued be, and the same is hereby, changed from Five Dollars ($5.00) per share to One Hundred Dollars ($100.00) per share, and the sum of Four Hundred Seventy-five Thousand Dollars ($475,000.00) be transferred from surplus account to capital stock account, to reflect such change in stated value."

be and the same is hereby ratified, confirmed and approved.

The President also announced that at a special meeting of the Board of Directors of this corporation, held on December 2, 1936, a resolution was passed, cancelling the 8,000 shares of unissued preferred stock of this corporation and that it would be in order at this time for the stockholders to adopt a resolution approving said acts of the Board of Directors.

Whereupon, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that the resolution passed at said meeting of the Board of Directors in words and figures as follows, to-wit:

"WHEREAS, the Corporation has by instrument dated November 30th, 1929 heretofore retired, under Section 27 of the Delaware Corporation Law, six thousand seven hundred fifty (6,750) shares of an authorized total of eight thousand (8,000) shares of preferred stock of the par value of One Hundred Dollars ($100.00) per share; and

WHEREAS the said 6,750 shares of stock are presently classified as authorized and unissued stock; and

WHEREAS there remains also unissued twelve hundred fifty (1250) shares of the said preferred

stock; IT IS THEREFORE

> RESOLVED that the said eight thousand (8,000) unissued shares of preferred stock of the par value of One Hundred Dollars ($100.00) be and they hereby are cancelled, and that all reference to preferred shares of stock of the corporation in paragraph "Fourth" of the certificate of incorporation be eliminated therefrom to the same extent as if no such preferred stock had ever been authorized and issued."

be and the same is hereby ratified, confirmed and approved.

The President also announced that at the foregoing meeting of said Board of Directors a resolution was adopted, setting forth an amendment proposed to the certificate of incorporation of this corporation, and that it would be in order at this time to approve said resolution of said Board of Directors.

Whereupon, on motion duly made, seconded and unanimously carried, it was

> RESOLVED, that the resolution passed at the meeting of said Board of Directors of said corporation, in words and figures as follows, to-wit:
>
> "RESOLVED, That the certificate of incorporation of said United Artists Corporation be amended by striking out all of the Article thereof numbered "Fourth" and by inserting in lieu thereof the following:
>
> 'FOURTH: The total number of shares authorized to be issued by the Corporation is Five thousand (5,000) without par value.

At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them as he may see fit. This right when exercised, shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The Corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its good-will and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation, but only

when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Such stock may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof.'"

and declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof,

be and the same is hereby ratified, confirmed and approved.

BE IT FURTHER RESOLVED, that the proper officers of this corporation be and they are hereby authorized to execute the necessary certificate amending the Certificate of Incorporation of this corporation, in keeping with the foregoing resolution.

The President announced that one of the purposes of the meeting was to consider the amendment of Article IV, Section 5, of the By-Laws of the corporation relative to the place of holding regular meetings.

Whereupon, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that Article IV, Section 5, of the By-Laws of this corporation be amended to read as follows:

"Section 5. Regular meetings. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month (on the succeeding business day in the event the first Tuesday is a holiday) at 729 Seventh Avenue, New York

City, New York, or at such other place, within or without said state, as the Board of Directors may from time to time designate."

There being no further business, the meeting adjourned.

President

Secretary

4

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES.)

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on November 27th, 1936, send a notice of the time and place of a special meeting of the stockholders of said corporation, to each stockholder of said corporation, said special meeting having been called for December 2nd, 1936, at the hour of 12:00 o'clock noon, at 1041 North Formosa Avenue, Hollywood, California; that said notice was sent by telegram as required by the By-Laws of said corporation, and that true copies of said notice are hereunto annexed to this affidavit.

Loyd Wright

SUBSCRIBED AND SWORN TO BEFORE ME THIS 27th day of November, 1936.

Anita Darrell
Notary Public in and for said County and State.

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

November 27, 1936.

To Western Union:

Please send the attached telegram, day letter, to the persons listed below:

The Elton Company, 1041 North Formosa Ave., Hollywood, Calif.
Mr. Charles Chaplin, 1416 North LaBrea Ave., Hollywood, Calif.
Mr. Samuel Goldwyn, 1041 North Formosa Ave., Hollywood, Calif.
Dr. A. H. Giannini, 1041 North Formosa Ave., Hollywood, Calif.
The Pickford Corporation, 1041 North Formosa Ave., Hollywood, Calif.
Capt. Dennis F. O'Brien, Knickerbocker Building, New York, N. Y.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

N. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
November 27, 1936.

Notice is hereby given that a special meeting of the stockholders of United Artists Corporation will be held on Wednesday, December 2, 1936, at the hour of 12:00 o'clock, Noon, at 1041 North Formosa Avenue, Hollywood, California, for the purpose of considering the amendment of Sections Five and Seven of Article Four of the ByLaws of this corporation to provide that regular meetings of the Board and special meetings of the Board shall be held at such places as may be determined by the Board of Directors and no notice of regular meetings shall be necessary STOP And also the amendment of the Certificate of Incorporation of this corporation relative to retiring 1250 shares of the corporations Preferred stock 4,000 shares of its Common stock and changing the Common stocks stated value

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

HBG CH 11/27/36

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	X
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
November 27, 1936.

Mr. Alexander Korda,
Care London Films,
London, England.

Notice is hereby given that a special meeting of the stockholders of United Artists Corporation will be held on Wednesday, December 2, 1936, at the hour of 12:00 o'clock, Noon, at 1041 North Formosa Avenue, Hollywood, California, for the purpose of considering the amendment of Sections Five and Seven of Article Four of the ByLaws of this corporation to provide that regular meetings of the Board and special meetings of the Board shall be held at such places as may be determined by the Board of Directors and no notice of regular meetings shall be necessary STOP And also the amendment of the Certificate of Incorporation of this corporation relative to retiring 1250 shares of the corporations Preferred stock 4,000 shares of its Common stock and changing the Common stocks stated value STOP Please wire your consent

United Artists Corporation,
By Loyd Wright, Secretary

Charge to Loyd Wright,
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

UNITED ARTISTS CORPORATION

PROXY

FOR A SPECIAL MEETING OF SHAREHOLDERS, DECEMBER 2, 1936

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned shareholder of UNITED ARTISTS CORPORATION, a Delaware corporation, has nominated, constituted and appointed and does hereby nominate, constitute and appoint D. E. Rose, the lawful attorney and proxy of the undersigned, with full power of substitution and revocation, for and in the name, place and stead of the undersigned to attend the special meeting of shareholders of said corporation to be held on December 2, 1936, and all adjournments thereof, and at said meeting and all adjournments thereof to vote any and all shares of stock of said corporation which may stand in the name of the undersigned, upon any and all questions which may come before such meeting or adjourned meetings, with the same force and effect as if the undersigned were present and personally voting, and particularly, but without prejudice to the generality of the foregoing language, to vote for the election of directors of said corporation, hereby ratifying and confirming all that my said attorney or proxy or his substitute may do by virtue hereof.

The undersigned hereby revokes any proxy or proxies heretofore given to vote upon or act with respect to such stock.

Witness the hand and seal of the undersigned this 2 day of December, 1936.

Samuel Goldwyn Jr.

WITNESS:

A R Queen

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable symbol above or preceding the address.

WESTERN UNION (22)

R. B. WHITE PRESIDENT
NEWCOMB CARLTON CHAIRMAN OF THE BOARD
J. C. WILLEVER FIRST VICE-PRESIDENT

SYMBOLS
DL = Day Letter
NM = Night Message
NL = Night Letter
LC = Deferred Cable
NLT = Cable Night Letter
Ship Radiogram

The filing time shown in the date line on telegrams and day letters is STANDARD TIME at point of origin. Time of receipt is STANDARD TIME at point of destination

Received at Main Office, 608-610 South Spring St., Los Angeles, Calif. Always

HDA74 CABLE=DENHAM MIDDLESEX 82 (VIA HD) 287122P

LC LOYD WRIGHT=

UNARTISCO (111 WEST 7 ST LOSA) HOLLYWOOD (CALIF)=

CANNOT UNDERSTAND NECESSITY OF CHANGING SECTIONS FIVE AND SEVEN OF ARTICLE FOUR OF BYLAWS AND CANNOT CONSENT TO ELIMINATION OF NOTICES FOR REGULAR AND SPECIAL MEETINGS OF BOARD STOP DUE TO GREAT DISTANCE I THINK IT WOULD BE UNFAIR IF I WERE NOT NOTIFIED AS HITHERTO REGARDING BOARD MEETINGS AND AGENDA IN TIME ENOUGH TO CONSIDER AND COMMUNICATE MY REACTIONS OR NOMINATE MY POWER OF ATTORNEY STOP CONSENT TO AMENDMENT OF CERTIFICATE OF INCORPORATION REGARDS=

ALEXANDER KORDA.

THERE IS NO DEPENDABLE SUBSTITUTE FOR WESTERN UNION TIME

December 2, 1936

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD AT THE OFFICE OF THE CORPORATION, NO. 729 SEVENTH AVENUE, NEW YORK CITY, ON THE 2nd DAY OF DECEMBER, 1936.

The regular meeting of the Executive Committee of the UNITED ARTISTS CORPORATION was held on the 2nd day of December, 1936 at the office of the corporation, No. 729 Seventh Avenue, New York City, at eleven o'clock in the forenoon.

There were present:

GEORGE J. SCHAEFER
CHARLES SCHWARTZ
GUY CARY

being a quorum.

There were also in attendance:

STEPHEN PALLOS (London Film Productions)
EMANUEL SILVERSTONE (Alexander Korda)
HARRY J. MULLER (Treasurer)
HARRY D. BUCKLEY (Vice President)
DENNIS F. O'BRIEN (General Counsel)

Mr. Schaefer acted as Chairman of the meeting, and in the absence of Mr. Edward C. Raftery, Secretary, who was engaged in a court proceeding, Mr. Dennis F. O'Brien acted as Temporary Secretary.

Mr. O'Brien read to the meeting the matters taken up at an informal meeting of the Executive Committee held on November 4, 1936, and a resolution was made, seconded and unanimously passed, adopting the following matters of business as the business of this meeting and approving the same:

1. Request of Hays' Organization for payment of $99.00 as our pro-rata share of $550.00 paid on account of settlement in re Neithold Bros. Inc. vs. Roth Amusement Enterprises, et al.

2. Request of Hays' Organization for payment of $546.13 as our pro-rata share toward payment of bill for legal services and disbursements in the amount of $7,532.87 in re R. M. Fuller vs Rob & Howley and Motion Picture Distributors.

3. Request of Hays' Organization for payment of $187.52 as our pro-rata share toward payment of bill for legal services and disbursements in the amount of $2,586.53 in re investigation by Department of Justice in Texas of alleged violation of Sherman Anti-Trust Law by motion picture distributors.

4. Mr. Muller reported the fact that Mr. Buckley signed as Vice President of United Artists Corporation an agreement dated August 26, 1936 with Columbia Pictures Distributing Company, Inc. This contract provides that the distribution rights in Dutch East Indies to certain Columbia pictures which were heretofore granted to Slem Samuels and later taken over by us through our acquisition of the distributing business of Slem Samuels would be extended for an indefinite period upon the same terms as the original contracts. The extension of these agreements was requested by the manager of our Dutch East Indies Branch. The action of Mr. Buckley in signing this contract was approved.

5. Mr. Emanuel Silverstone reported that on October 13, 1936 the representatives of London Film Productions, Ltd. filed with the United States Government a tax return covering the year ended April 30, 1936, and Mr. Schwartz stated he will provide a copy of that report to the attorneys for this corporation.

Mr. Muller reported that he had received, and already carried out, instructions from the Secretary of United Artists Corporation to request the several subsidiary corporations of United Artists Corporation operating in foreign territories, to declare dividends in the amount of net earnings for the period ending December 31, 1936 and have them forwarded to United Artists Corporation promptly.

Mr. Buckley presented to the meeting a letter from Mrs. Nathan Burkan in response to the resolution sent by Mr. Kenneth A. O'Brien of United Artists Corporation. It was the sense of the meeting that this letter be incorporated in the minutes of the meeting.

Mr. Buckley reported making a temporary loan to Mrs. Mary Ramsay, secretary to Mr. Arthur W. Kelly, of $100.00. This was approved.

Mr. Muller submitted a copy of the estimated income and profit and loss statement for the ten months ending October 31, 1936, a copy of which is attached.

Mr. Muller reported that the balance of the subscription to the stock of Walter Wanger Productions, Incorporated, had been made by United Artists Corporation.

Mr. Muller reported that the corporation signed the Distributor's Acceptance of a Mortgage Pledge and Security Agreement dated November 12, 1936 by and between Samuel Goldwyn, Inc., Samuel Goldwyn, Inc. Ltd. and Samuel Goldwyn and Bank of America National Trust and Savings Association. This was approved.

Mr. Muller reported that the Hays' organization requested a payment in the amount of $46.38 as our pro rata share of $639.68 for legal services and disbursements in re Owen v. Columbia Pictures Corporation, et al. This was approved.

Mr. Muller reported that the corporation signed copies of letters from London Film Productions, Ltd. and F. M. Guedalla & Co., in which the United Artists Corporation is directed to pay £12,500 on January 15, 1937 and £12,500 on February 15, 1937 to the Motion Picture and Theatrical Industries Ltd. (Charles Laughton's company), and that these payments are provided for in the agreement dated August 28, 1936 with London Film Productions, Ltd. and Alexander Korda. This was approved.

Mr. Muller stated that a check of the United States Government for $12.50 was issued to the corporation but lost in the mail to the San Francisco office; that in order to secure a new check, the corporation was required to give a bond in the sum of $15.00, which bond was returned because it did not contain a resolution of the Board of Directors authorizing the proper officers of the corporation to sign such bond. On motion duly made, seconded and unanimously carried, the following resolution was adopted:

"BE IT RESOLVED that Harry J. Muller, Treasurer of United Artists Corporation, be and he hereby is authorized to execute a bond of indemnity and application on behalf of United Artists Corporation addressed to the United States of America in the sum of $15.00, which bond and application are to be filed with the United States of America in order that a check may be issued by the United States of America to replace a check formerly issued No. 171,862 dated May 14, 1936, drawn by G.E. Allen, Chief Disbursing Office, San Francisco, California, symbol No. 11-577 on the Treasurer of the United States of America, payable to the order of United Artists Corporation in the sum of $12.50, in that said check was never received by United Artists Corporation, and that said bond and application must necessarily be executed by the United Artists Corporation and filed with the Treasurer of the United States of America in order that a new check may be issued."

Mr. Buckley reported in detail concerning the negotiation of a lease of the new space in the building, and the lease is to start as of December 1, 1936. A resolution was made, seconded and unanimously passed, approving of Mr. Buckley's negotiation and authorizing and instructing him to continue the consummation of the proposed lease.

A discussion took place relative to the report of Walter Gould to the Executive Committee, dated December 1, 1936, concerning the Tobis royalties. A resolution was made, seconded and unanimously passed, that the corporation recommend to the producers of motion pictures who are concerned in this report as to unpaid royalties, the adoption of recommendations of Mr. Maurice Silverstone, Mr. Walter Gould and Mr. George J. Schaefer regarding the same.

There being no further business before the meeting, the same was on motion duly made and seconded, adjourned.

Dennis F. O'Brien
Temporary Secretary

November 6, 1936.

ESTIMATED INCOME AND PROFIT AND LOSS FOR THE TEN MONTHS ENDING OCTOBER 31, 1936

	U. S. A. Canada	Great Britain	Other Foreign	Total
Operating Profit or Loss (after foreign income taxes)	*$426,000.	$1,083,000.	$474,000.	$1,131,000.
Commissions				
From Foreign Office to New York	922,000.	724,000**	198,000 **	
Expenses of New York Foreign Dept., net	154,000.**			154,000**
William S.Hart Co.judgment	85,000.**			85,000**
Normal Federal Income Taxes			7,000.**	7,000**
	$257,000.	$359,000	$269,000.	/$ 885,000

*Absorbs entire New York Home Office Expenses.

**Red

/Subject to the following deduction:-

Federal Surtax on Delaware Corporation's undistributed profits for the ten months period $29,000

Friday

Dear Mr. O'Brien;

There are no words to express my deepest sincerest gratitude for the magnificent resolution adopted by the owners and directors of United Artists, as regards my wonderful Nathan.

Please thank each and every one of them - for me - for the exquisite sentiments expressed on the parchment, which I and my precious little boy will always treasure.

With kindest personal regards, I am,

Sincerely,

(Mrs. N.) Marienne Burkan

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF UNITED ARTISTS CORPORATION

A special meeting of the Board of Directors of United Artists Corporation was held at 1041 North Formosa Avenue, Hollywood, California, on December 7, 1936, at the hour of 11:00 o'clock, A. M.

The Chairman assumed the chair, and upon roll call it was ascertained that Directors Mary Pickford, Charles Chaplin, Dr. A. H. Giannini, D. E. Rose and Thomas L. Walker,
were present. There were also present Leo F. Samuels, and Loyd Wright, Secretary of the corporation;
whereupon the Chairman announced the meeting was competent to proceed.

The minutes of the previous meeting were read and approved as read.

The Chairman informed the Board that one of the purposes of the meeting was to discuss the advisability of amending the Certificate of Incorporation of the corporation by increasing its authorized common stock from 5,000 shares to 36,000 shares in order that a stock dividend may be declared and the capital of the corporation increased.

Whereupon, after considerable discussion, upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that

WHEREAS, it is the judgment of the Board of Directors that the present capital structure of the corporation does not reflect the proper working capital required by the corporation in the conduct of its business, and;

WHEREAS, it is deemed desirable to increase the authorized common stock for the purpose of declaring a stock dividend which will transfer from surplus to capital a large amount of the present surplus of the corporation, IT IS THEREFORE,

RESOLVED, that the capital stock of this corporation be increased from the present authorized amount, namely, 5,000 shares of common stock, without par value, to 36,000 shares of common stock, without par value.

B e i t f u r t h e r,

RESOLVED, that the Certificate of Incorporation of said United Artists Corporation be amended by striking out all of the Article thereof numbered "Fourth", and by inserting in lieu thereof, the following:

"FOURTH: The total number of shares authorized to be issued by the corporation is Thirty-Six Thousand (36,000) without par value.

At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised, shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional issue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time

"of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its goodwill and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof."

Be it further

RESOLVED, that a meeting of the stockholders of said corporation be called for consideration of said amendment to the Certificate of Incorporation of this corporation, to be held at 12:00 o'clock, Noon , Friday, December 11, 1936.

Be it further

RESOLVED, that the proper officers of this corporation be and they are hereby authorized to execute the necessary certificate amending the Certificate of Incorporation of this corporation in keeping with the foregoing resolution.

Be it further

RESOLVED, that upon the amendment of the Certificate of Incorporation of this corporation in keeping with the foregoing resolutions, that 16,000 shares of said new common stock be retained in the treasury of the corporation as unissued.

Be it further

RESOLVED, that each certificate of stock, when issued, representing any of said shares of stock issued in keeping with the foregoing resolutions, shall have attached to it the legend provided for by Article VIII and Article X of the By-Laws of United Artists Corporation as revised by the stockholders of the corporation on July 7, 1936.

The Chairman announced that it would be proper at this time to declare a stock dividend of 15,000 shares of common stock without par value to stockholders of record on December 7, 1936, to be payable on December 21, 1936, provided the stockholders by unanimous vote shall, prior to said date, approve the resolutions adopted at this meeting amending the Certificate of Incorporation of this corporation by increasing the authorized common stock from 5,000 shares to 36,000 shares without par value, and a certificate of such increase is filed in the office of the Secretary of State of the State of Delaware before said date, whereupon, on motion duly made, seconded and unanimously carried, it was

RESOLVED, that the directors do hereby fix One Hundred Dollars ($100.00) per share as the consideration for which each share of fifteen thousand (15,000) shares of the said common stock without par value is to be issued, and it is further

RESOLVED, that the directors declare and they do now declare a stock dividend of One Million Five Hundred Thousand Dollars ($1,500,000.00) or three hundred per cent (300%) on the present issued common stock of this corporation, payable December 21, 1936, to the stockholders of record of this company on the closing of the books on the 7th day of December, 1936, out of said increase of stock, and it is further

RESOLVED, that there be transferred from surplus

account to capital stock account on the books of the corporation the sum of One Million Five Hundred Thousand Dollars ($1,500,000.00) to reflect such stock dividend, and it is further,

RESOLVED, that the President and Treasurer of the corporation be, and they hereby are authorized and directed to issue on December 21, 1936, to the stockholders of record on the closing of the books on said December 7, 1936, in payment of said stock dividend, stock certificates to the present stockholders in proportion to their present holdings, as follows:

Name:	Present Holding.	Stock Dividend.
The Elton Corporation,	1000 shares,	3000 shares,
The Pickford Corporation,	1000 shares,	3000 shares,
Samuel Goldwyn,	1000 shares,	3000 shares,
Alexander Korda,	1000 shares,	3000 shares,
Charles Chaplin,	1000 shares,	3000 shares.

The Chairman announced that he had received a communication from Mr. Pallos, the representative of Mr. Alexander Korda, requesting a stockholders' meeting to be called for the purpose of discussing the taking into this organization of other producers, and upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that the Secretary be, and he is hereby instructed to include the above notice in the call for the meeting of December 11th, 1936.

Upon motion duly made, seconded and unanimously carried, it was,

RESOLVED, that this corporation acquire the distribution rights to a Mexican made Spanish dialogue picture, entitled, ALLA EN EL RANCHO GRANDE, for the territory of all Latin America, with the exception of Mexico, upon the terms as outlined in the memorandum from Walter Gould to Harry D. Buckley, dated December 1st, 1936.

There being no further business, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Chairman.

Attest:

Secretary.

STATE OF CALIFORNIA ,)
) ss.
COUNTY OF LOS ANGELES.)

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on December 2nd, 1936, send a notice of the time and place of a special meeting of the Board of Directors of said corporation, to each Director of said corporation, said special meeting having been called for December 7th, 1936, at the hour of 11:00 o'clock A. M., at 1041 North Formosa Avenue, Hollywood, California; that said notice was sent by telegram as required by the By-Laws of said corporation, and that true copies of said notice are hereunto annexed to this affidavit.

Loyd Wright

SUBSCRIBED AND SWORN TO BEFORE ME THIS 4th day of December, 1936.

Anita Darrell
Notary Public in and for said County and State.

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable symbol above or preceding the address.

WESTERN UNION (21)

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

SYMBOLS

DL = Day Letter
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Received at Main Office, 608-610 South Spring St., Los Angeles, Calif. Always Open

1936 DEC 8 AM 7 23

CDU152 CABLE=DENHAM 15 8 257P

LC LOYD WRIGHT= 1106 7—

UNARTISCO LOSA=

REPLYING YOUR CABLE DECEMBER SECOND CONSENT ELECTION ROSE=
ALEXANDER KORDA.

NOT LISTED EE

THERE IS NO DEPENDABLE SUBSTITUTE FOR WESTERN UNION SERVICE

1206-A

CLASS OF SERVICE DESIRED

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TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	X
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

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WESTERN UNION

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
December 2nd, 1936.

Alexander Korda,
c/o London Film,
22 Grosvenor Square,
London.

Please take notice that a special meeting of the Board of Directors of United Artists Corporation is hereby called for Monday, December 7th, 1936, at the hour of eleven o'clock A. M., at 1041 North Formosa Ave., Hollywood, California, for the purpose of amending certificate of incorporation increasing common stock from five thousand shares to thirty-six thousand shares and to declare a stock dividend STOP The foregoing all in furtherance of plan discussed STOP At stockholders meeting today D. E. Rose was elected a director at the instance and nomination of Samuel Goldwyn who resigned as a director STOP Action taken subject to your wiring approval STOP Purpose was to permit Sam to devote all efforts toward production and Rose is his business manager STOP Please cable approval of this action STOP Question of waiving notice for regular meetings deferred until stockholders meeting at which Pallos will be present STOP Regards.

Loyd Wright,
Secretary of United Artists
Corporation.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

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R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
December 2, 1936.

To Western Union:

Please send the attached telegram to the following, night letter to those in the United States, and deferred cable to LONDON:

Miss Mary Pickford, 1041 North Formosa Ave , Hollywood, California;
Mr. Charles Chaplin, 1416 North La Brea Ave., Hollywood, California;
Mr. Edward C. Raftery, Knickerbocker Building, New York, N. Y.
Mr. Guy Cary, 55 Wall Street, New York, N. Y.
Mr. Thomas J. Walker, 1041 North Formosa Ave., Hollywood, California;
Mr. D. E. Rose, 1041 North Formosa Ave., Hollywood, California;
Dr. A. H. Giannini, 1041 North Formosa Ave., Hollywood, California;
Mr. George J. Schaefer, 729 Seventh Avenue, New York, N. Y;
Mr. James Mulvey, 729 Seventh Ave., New York, N. Y.
Mr. Charles Schwartz, 1450 Broadway, New York, N. Y;
Sir Connop Guthrie, 22 Grosvenor Square, London, England.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

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WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
December 2nd, 1936.

Please take notice that a special meeting of the Board of Directors of United Artists Corporation is hereby called for Monday, December 7th, 1936, at the hour of eleven o clock A. M. at 1041 North Formosa Ave., Hollywood, California.

United Artists Corporation,

By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

MINUTES OF SPECIAL MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

The stockholders of United Artists Corporation met in special session at 12:00 o'clock Noon, on the 11th day of December, 1936, at 1041 North Formosa Avenue, Hollywood, California.

The President called the meeting to order, and upon roll call it was ascertained that a quorum of stockholders was present in person or by proxy, as follows, to-wit:

Charles Chaplin,
Samuel Goldwyn, by D. E. Rose, Proxy,
Alexander Korda, by Steven Pallos, Proxy,
The Pickford Corporation, by Mary Pickford, Proxy, and,
The Elton Corporation, by Dr. A. H. Giannini, Proxy.

The President announced that the meeting was competent to proceed.

The notice of the call of said meeting was read and ordered filed in the minute book of the corporation next succeeding these minutes.

The minutes of the previous stockholders' meeting were read and approved as read.

The President called attention to the special meeting of the Board of Directors of the corporation held on December 7th, 1936, wherein certain resolutions were passed authorizing an increase of the corporation's common stock from 5,000 shares to 36,000 shares, and for the filing of a certificate of amendment to the Certificate of Incorporation of this corporation giving effect thereto, and announced that it would be in order to approve said resolutions at this time. Whereupon, on motion duly made, seconded and unanimously carried, it was,

RESOLVED, that those certain resolutions passed at said special meeting of the Board of Directors of United Artists Corporation on December 7, 1936, in words and figures as follows, to-wit:

"WHEREAS, it is the judgment of the Board of Directors that the present capital structure of the corporation does not reflect the proper working capital required by the corporation in the conduct of its business, and

WHEREAS, it is deemed desirable to increase the authorized common stock for the purpose of declaring a stock dividend which will transfer from surplus to capital a large amount of the present surplus of the corporation, IT IS THEREFORE

RESOLVED, that the capital stock of this corporation be increased from the present authorized amount, namely, 5,000 shares of common stock, without par value, to 36,000 shares of common stock, without par value.

Be it further

RESOLVED, that the Certificate of Incorporation of said United Artists Corporation be amended by striking out all of the Article thereof numbered 'Fourth', and by inserting in lieu thereof the following:

'FOURTH: The total number of shares authorized to be issued by the corporation is Thirty-Six Thousand (36,000) without par value.

At all elections of directors of the corporation each holder of shares (as to which he is entitled to vote as herein stated) shall be entitled to as many votes as shall equal the number of his shares multiplied by the number of directors to be elected; he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit. This right when exercised, shall be termed cumulative voting.

No shareholder or holder of obligations of the corporation convertible into shares shall be entitled as of right to subscribe for, acquire or receive any part of any further additional is-

"sue of shares or obligations of the corporation convertible into shares but such further issue may be disposed of by the Board of Directors to such persons and on such terms and (so far as permitted by law) for such consideration as the Board in their absolute discretion may deem advisable.

The Board of Directors may at the time of original issue of any shares of the corporation prescribe such limitations of transferability of such shares or any of them as in their discretion they may deem advisable; provided that such limitations conform to the by-laws of the corporation and that the certificate evidencing the ownership of such shares bear upon its face reference to such limitation of transferability.

The corporation may at any meeting of its Board of Directors sell, lease or exchange all of its property and assets, including its goodwill and its corporate franchises upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation, but only when and as authorized by the affirmative vote of the holders of three-fourths of the shares issued and outstanding having voting powers given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of three-fourths of the voting shares issued and outstanding.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof.'

Be it further

RESOLVED, that upon the amendment of the Certificate of Incorporation of this corporation in keeping with the foregoing resolutions, that 16,000 shares of said new common stock be retained in the treasury of the corporation as unissued."

be and the same are hereby ratified, confirmed and approved.

The President also announced that it would be desirable

to have a legend affixed to each new certificate of said stock, when issued, in conformity with Article VIII and Article X of the By-Laws of United Artists Corporation, as revised by the stockholders on July 7, 1936; whereupon, on motion duly made, seconded and unanimously carried, it was

> RESOLVED, that each certificate of stock, when issued, representing any of said shares of stock issued in keeping with the foregoing resolutions, shall have attached to it the legend provided for by Article VIII and Article X of the By-Laws of United Artists Corporation as revised by the stockholders of the corporation on July 7, 1936.

Be it further

> RESOLVED, that any stock certificates of this corporation now outstanding, representing common stock, which do not bear a legend thereon in conformity with Article VIII and Article X of the By-Laws of United Artists Corporation, as revised by the stockholders of the corporation on July 7, 1936, be exchanged for new certificates which bear a legend in conformity with said By-Laws as so amended.

The President also called attention to the resolutions adopted at the aforesaid Directors' meeting authorizing the issuance of a stock dividend of 15,000 shares, and that it would be in order to approve said resolutions at this time.

Whereupon, on motion duly made, seconded and unanimously carried, it was

> RESOLVED, that the resolutions passed at said special meeting of the Board of Directors, in words and figures as follows, to-wit:
>
> "RESOLVED, that the directors do hereby fix One Hundred Dollars ($100.00) per share as the consideration for which each share of fifteen thousant (15,000) shares of the said common stock

"without par value is to be issued, and it is further

RESOLVED, that the directors declare and they do now declare a stock dividend of One Million Five Hundred Thousand Dollars ($1,500,000.00) or three hundred per cent (300%) on the present issued common stock of this corporation, payable December 21, 1936, to the stockholders of record of this company on the closing of the books on the 7th day of December, 1936, out of said increase of stock, and it is further

RESOLVED, that there be transferred from surplus account to capital stock account on the books of the corporation the sum of One Million Five Hundred Thousand Dollars ($1,500,000.00) to reflect such stock dividend, and it is further

RESOLVED, that the President and Treasurer of the corporation be and they hereby are authorized and directed to issue on December 21, 1936, to the stockholders of record on the closing of the books on said December 7, 1936, in payment of said stock dividend, stock certificates to the present stockholders in proportion to their present holdings as follows:

Name	Present Holding	Stock Dividend
The Elton Company	1000 Shares	3000 Shares
The Pickford Corporation	1000 "	3000 "
Samuel Goldwyn	1000 "	3000 "
Alexander Korda	1000 "	3000 "
Charles Chaplin	1000 "	3000 " "

be and the same are hereby ratified, confirmed and approved.

Be it further

RESOLVED, that the proper officers of this corporation be and they are hereby authorized to execute the necessary certificate amending the Certificate of Incorporation of this corporation in keeping with the foregoing resolutions.

There was presented to the meeting the manner and method of handling and treating certificates of stock of foreign subsidiaries of this corporation.

After considerable discussion, it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that wherever the law of the country does not prohibit, all stock certificates shall be issued in the name of the Delaware corporation, by the subsidiaries, and deposited with the Treasurer of the corporation at the principal office in New York City.
>
> B e i t f u r t h e r,
>
> RESOLVED, that where the law does not so permit, that said certificates be issued to dummies or nominees, and that the certificates be endorsed by such dummies or nominees, together with the blank resignations from any office, including that of Director, and if permissible under the law, deposited with the Treasurer of United Artists Corporation at the New York office.
>
> B e i t f u r t h e r,
>
> RESOLVED, that where certificates must under any law be maintained in the country wherein the subsidiary was organized, that the same shall be deposited under instructions from the general counsel of the corporation, to the order of this corporation, with the Guaranty Trust Company.

Mr. Pallos then requested of the Stockholders, further and definite consideration of the DARK JOURNEY photoplay.

Whereupon, it was moved, seconded and unanimously carried, as follows:

> RESOLVED, that the matter be left in the hands of the Chairman of the Board, but that it was the sense of the meeting that DARK JOURNEY if released, should be released without prejudice and under such circumstances as not to constitute a precedent.

The President announced that the next order of business was the consideration of additional producers being granted franchises to distribute their product through this corporation.

After considerable discussion, it was moved, seconded and carried as follows:

RESOLVED, that Max Gordon and Harry Goetz be granted a franchise to distribute product through this corporation, and the Chairman of the Board and Vice-President George Schaefer be, and they are hereby authorized and instructed to enter into such a contract upon terms and conditions to be approved by them, provided, however, that the franchise shall not be inconsistent with provisions of present stockholder-producer contracts, nor more favorable in terms and charges or number of photoplays per annum.

B e i t f u r t h e r,

RESOLVED, that Carl Laemmle, Jr., be granted a franchise to distribute product through this corporation, and the Chairman of the Boardand Vice-President George Schaefer be, and they are hereby authorized and instructed to enter into such a contract upon terms and conditions to be approved by them, provided, however, that the franchise shall not be inconsistent with provisions of present stockholder-producer contracts, nor more favorable in terms and charges or number of photoplays per annum.

The meeting was polled upon the two foregoing resolutions, which were voted with the following result:

Charles Chaplin, voting yes;

Mary Pickford, proxy for The Pickford Corporation, voting yes;

D. E. Rose, proxy for Samuel Goldwyn, voting no;

Dr. A. H. Giannini, proxy for The Elton Corporation, voting yes;

Steven Pallos, proxy for Alexander Korda, reserving his vote.

Dr. A. H. Giannini, as Chairman of the Board, voting yes.

The President read a letter from Mr. Alexander Korda, dated November 25, 1936, and without formal action the letter was ordered filed with the Secretary, and the matter referred to the President for consideration.

At that time, Miss Pickford, proxy for The Pickford Corporation, left the meeting and there was presented to the Secretary a proxy from stockholder, The Pickford Corporation, in favor of N. A. McKay.

On motion made, seconded and unanimously carried, the meeting was adjourned until 2:00 o'clock P. M., Monday, December 14th, 1936.

President.

Attest:

Secretary.

STATE OF CALIFORNIA, }
COUNTY OF LOS ANGELES. } ss.

LOYD WRIGHT, being by me first duly sworn, deposes and says:

That he is a resident of the County of Los Angeles, State of California, and is an officer of UNITED ARTISTS CORPORATION, a Delaware corporation, to-wit, the Secretary of said corporation.

That acting in his capacity as Secretary of said corporation and pursuant to its By-Laws, your affiant did, on December 7th, 1936, send a notice of the time and place of a special meeting of the stockholders of said corporation, to each stockholder of said corporation, said special meeting having been called for December 11th, 1936, at the hour of 12:00 o'clock Noon, at 1041 North Formosa Avenue, Hollywood, California; that said notice was sent by telegram as required by the By-Laws of said corporation, and that true copies of said notice are hereunto annexed to this affidavit.

Loyd Wright

SUBSCRIBED AND SWORN TO BEFORE ME THIS 7th DAY OF DECEMBER, 1936.

Anita Barrett
Notary Public in and for said County and State.

1206-A

CLASS OF SERVICE DESIRED			
DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK
ACCT'G INFMN.
TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
December 7th, 1936.

Alexander Korda, c/o London Films,
22 Grosvenor Square, London.

Please take notice thatthe Directors of United Artists Corporation by resolution have called a special meeting of the stockholders of United Artists Corporation to be held on Friday, December 11th, 1936, at the hour of 12:00 o'clock Noon, at 1041 North Formosa Avenue, Hollywood, California, for the purpose of approving resolutions of the Board of Directors increasing common stock to 36,000 shares, amending Certificate of Incorporation giving effect thereto STOP Also to authorize issuance of new stock with legend placed thereon in conformity with corporation's present By-Laws in lieu of certificates now outstanding and to approve stock dividend, and also to discuss question of additional producers at the request of Mr. Pallos representing Mr. Korda STOP You have not answered my cable of December 2nd STOP Please cable your consent to the election of Rose at the meeting STOP The foregoing purposes are things to be discussed at the meeting and to complete the mechanics of the various changes STOP Sincerely,

Loyd Wright,
Secretary of United Artists Corporation.

Charge to Loyd Wright,
1125 Board of Trade Bldg

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

1206-A

CLASS OF SERVICE DESIRED			
DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT — NEWCOMB CARLTON, CHAIRMAN OF THE BOARD — J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

December 7th, 1936.

Western Union:

Please send the attached telegram, day letter, to the following:

The Elton Corporation, 1041 North Formosa Ave., Hollywood, Calif.
The Pickford Corporation, 1041 North Formosa Ave., Hollywood, Calif.
Mr. Charles Chaplin, 1416 North La Brea Ave., Hollywood, Calif.
Mr. Samuel Goldwyn, 1041 North Formosa Ave., Hollywood, Calif.
Dr. A. H. Giannini, 1041 North Formosa Ave., Hollywood, Calif.
Cap. Dennis F. O'Brien, Knickerbocker Building, New York, N. Y.

Loyd Wright.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

CLASS OF SERVICE DESIRED

DOMESTIC		CABLE	
TELEGRAM		FULL RATE	
DAY LETTER		DEFERRED	
NIGHT MESSAGE		NIGHT LETTER	
NIGHT LETTER		SHIP RADIOGRAM	

Patrons should check class of service desired; otherwise message will be transmitted as a full-rate communication.

WESTERN UNION

R. B. WHITE, PRESIDENT
NEWCOMB CARLTON, CHAIRMAN OF THE BOARD
J. C. WILLEVER, FIRST VICE-PRESIDENT

CHECK

ACCT'G INFMN.

TIME FILED

Send the following message, subject to the terms on back hereof, which are hereby agreed to

Los Angeles, California,
December 7th, 1936.

Please take notice that the Directors of United Artists Corporation by resolution have called a special meeting of the stockholders of United Artists Corporation to be held on Friday, December 11th, 1936, at the hour of 12:00 o'clock Noon., at 1041 North Formosa Avenue, Hollywood, California, for the purpose of approving resolutions of the Board of Directors increasing common stock to 38,000 shares, amending Certificate of Incorporation giving effect thereto STOP Also to authorize issuance of new stock with legend placed thereon in conformity with corporation's present By-Laws in lieu of certificates now outstanding and to approve stock dividend, and also to discuss the question of additional producers at the request of Mr. Pallos representing Mr. Korda.

United Artists Corporation,
By Loyd Wright, Secretary.

Charge to Loyd Wright,
1125 Board of Trade Bldg.

WESTERN UNION GIFT ORDERS ARE APPROPRIATE GIFTS FOR ALL OCCASIONS

The undersigned, The Pickford Corporation, does hereby nominate, constitute and appoint N. A. McKay, with power of substitution, the undersigned's proxy and attorney-in-fact to attend the Special Meeting of the Stockholders of United Artists Corporation to be held on Friday, December 11, 1936, at the hour of 12:00 o'clock, Noon, or any adjourned meeting thereof, and to vote all such stock as the undersigned may be entitled to vote with the same force and effect as the undersigned could do if personally present.

Dated: ~~December~~ 11th, 1936.

The Pickford Corporation,

By Loyd Wright
Vice-President

THE COMPANY WILL APPRECIATE SUGGESTIONS FROM ITS PATRONS CONCERNING ITS SERVICE 1201-S

CLASS OF SERVICE

This is a full-rate Telegram or Cablegram unless its deferred character is indicated by a suitable symbol above or preceding the address.

WESTERN UNION

(36)

R. B. WHITE PRESIDENT
NEWCOMB CARLTON CHAIRMAN OF THE BOARD
J. C. WILLEVER FIRST VICE-PRESIDENT

SYMBOLS
DL = Day Letter
SER = Serial
NM = Night Message
NL = Night Letter
CDE = Code Cable
LC = Deferred Cable
NLT = Cable Night Letter
Ship Radiogram

The filing time shown in the date line on telegrams and day letters is Standard Time at point of origin. Time of receipt is Standard Time at point of destination.

Received at 6360 Hollywood Blvd., Hollywood, Calif.

1936 DEC 11 AM 7 38

SQ22 CABLE=DENHAMMDX 26 11 228P

LC LOYD WRIGHT=

UNITED ARTISTS HOLLYWOOD (CALIF)=

HERABY CONFIRM APPOINTMENT MR PALLOS AS PROXY TO ATTEND STOCKHOLDERS MEETING AND ACT AS ATTORNEY GENERAL FOR US=

ALEXANDER KORDA.

THERE IS NO DEPENDABLE SUBSTITUTE FOR WESTERN UNION TIME

P R O X Y

The undersigned shareholder of UNITED ARTISTS CORPORATION, a Delaware corporation, hereby nominates, constitutes and appoints D. E. ROSE the lawful attorney and proxy of the undersigned, with full power of revocation, to vote for and in the name, place and stead of the undersigned, for a period of one (1) year from the date hereof, unless this proxy be sooner revoked, any and all shares of stock of said corporation at any time standing in the name of the undersigned, at any and all meetings of the shareholders of said United Artists Corporation, and at any and all adjournments of such meetings which may be held during such period of one (1) year, with the same force and effect as if the undersigned were present and personally voting; and the undersigned hereby ratifies and confirms all that the undersigned's said attorney and proxy may do by virtue hereof.

The undersigned hereby revokes all proxies and powers of attorney heretofore given by him to vote upon or act with respect to said shares.

EXECUTED at Los Angeles, California, this 2nd day of December, 1936.

Samuel Goldwyn

(Samuel Goldwyn)

MINUTES OF ADJOURNED MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

Pursuant to adjournment, the stockholders of United Artists Corporation met in special session on Monday, December 14th, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call, it was ascertained that all stockholders were present in person or by proxy, to-wit:

Charles Chaplin;

Samuel Goldwyn, by D. E. Rose, Proxy;

The Elton Corporation, by Dr. A. H. Giannini, Proxy;

The Pickford Corporation, by N. A. McKay, Proxy;

Alexander Korda, by Steven Pallos, Proxy.

There were also present, Vice-President George J. Schaefer, Thomas L. Walker, Leo F. Samuels, and the Secretary of the corporation, Loyd Wright.

The President thereupon announced that the meeting was competent to proceed.

David O. Selznick, President of Selznick International Pictures, Inc., then joined the meeting and addressed the stockholders, requesting that his corporation be permitted to make photoplays in addition to those designated in the contract dated July 17th, 1935, by and between David O. Selznick Productions, Inc., and United Artists Corporation, which contract was later assigned to Selznick International Pictures, Inc. Specifically, Mr. Selznick requested that

said contract be changed in the following particulars, to-wit:

That the last sentence of s ubparagraph (1) of Article SECOND, page 3 of said contract be changed to read as follows:

"The Producer agrees to produce and deliver to the Distributor hereunder at least eight (8) and not more than fifteen (15), photoplays during the period of two and one-half (2-1/2) years from October 1st, 1935; not more than ten (10) of which shall be delivered in any one year."

Upon the completion of the presentation, Mr. Selznick withdrew from the meeting, and it was moved, seconded and carried, Mr. Pallos not voting, as follows, to-wit:

RESOLVED, that the officers of the corporation be, and they are hereby authorized to execute an amendment to the contract of this corporation with Selznick International Pictures, Inc., dated July 17th, 1935, giving effect to the following:

That the last sentence of subparagraph (1) of Article SECOND, page 3, of said contract be changed to read as follows:

"The Producer agrees to produce and deliver to the Distributor hereunder at least eight (8) and not more than fifteen (15), photoplays during the period of two and one-half (2-1/2) years from October 1st, 1935; not more than ten (10) of which shall be delivered in any one year."

The President then read to the meeting a cable from F. M. Guedalla of London, requesting a release of photoplays for Eric Pommer and Charles Laughton.

After considerable discussion, the Secretary was instructed to cable Mr. Murray Silverstone to the effect that the cable from Mr. Guedalla had been read to the stockholders, that it was the sense of the meeting that the stockholders at the next meeting would discuss distribution

of photoplays for Charles Laughton only, and that Mr. Silverstone should forward his recommendations and reactions to the request.

The President then read to the stockholders, a wire from Cap. Dennis F. O'Brien, general counsel for the corporation, stating that he had settled the 1931 deficiency tax case against the corporation. The Secretary was instructed to wire Cap. O'Brien the appreciation of the stockholders of the good services rendered.

Mr. Steven Pallos called attention to the President that at the last meeting he had reserved his vote upon the resolutions in reference to Max Gordon and Harry Goetz, and Mr. Carl Laemmle, Jr., and that he wished at this time to be recorded as voting "No."

The meeting was on motion made and duly carried, adjourned to Monday, December 21st, 1936, at the hour of 2:00 o'clock P. M.

President.

Attest:

Secretary.

MINUTES OF ADJOURNED MEETING OF STOCKHOLDERS OF UNITED ARTISTS CORPORATION.

Pursuant to adjournment, the stockholders of United Artists Corporation met in special session on Monday, December 21st, 1936, at the hour of 2:00 o'clock P. M., at 1041 North Formosa Avenue, Hollywood, California.

Upon roll call, it wqs ascertained that all stockholders were present in person or by proxy, to-wit:

Charles Chaplin;

Samuel Goldwyn, by D. E. Rose, Proxy;

The Elton Corporation, by Dr. A. H. Giannini, Proxy;

The Pickford Corporation, by N. A. McKay, Proxy;

Alexander Korda, by Steven Pallos, Proxy.

There were also present Mr. Thomas L. Walker, Assistant to the President, Leo F. Samuels, and Loyd Wright, Secretary of the corporation.

The Secretary read to the stockholders a cable from Mr. Murray Silverstone, dated December 19th, 1936, dealing with the Laughton-Pommer request for release, and then read a cable from Mr. Alexander Korda, handed him by Mr. Pallos, both of which telegrams were ordered filed with the Secretary.

After considerable discussion, it was moved, seconded and unanimously carried as follows:

RESOLVED, that the request of Charles Laughton and Mr. Pommer for an agreement to distribute six Laughton, and six non-Laughton pictures to be produced by them jointly, be and the same is hereby granted, subject to terms and conditions being negotiated by Alexander Korda and Murrsy Silverstone, and that they be and are hereby authorized to negotiate the same, and when negotiations are completed to their satisfaction and the contract executed by Laughton and Pommer, the same be submitted to the President of this corporation for his consideration and signature in the event he approves the same, with a proviso, however, that the terms of any such proposed agreement shall be no more favorable than those extended other producers.

The next matter discussed was the request of Mr. Korda in reference to Mr. Guedalla, and after considerable discussion it was agreed that this matter should be left until such time as the President of this corporation goes to England on his contemplated trip after the first of the year.

There being no further business, the meeting adjourned.

President.

Attest:

Secretary.

December 22nd, 1936.

MINUTES OF THE REGULAR MEETING OF THE EXECUTIVE COMMITTEE OF THE UNITED ARTISTS CORPORATION HELD AT THE OFFICE OF THE CORPORATION NO.729 SEVENTH AVENUE, NEW YORK CITY, ON THE 22ND DAY OF DECEMBER, 1936.

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The regular meeting of the Executive Committee of the United Artists Corporation was held on the 22nd day of December, 1926, at the offices of the corporation, No.729 Seventh Avenue, New York City, at 11 o'clock in the forenoon.

There were present:

GEORGE J. SCHAEFER
JAMES MULVEY
CHARLES SCHWARTZ
EDWARD C. RAFTERY

being all members of the Executive Committee and a quorum.

There were also present:

EMANUEL SILVERSTONE (representing Alexander Korda)
DENNIS F. O'BRIEN (General Counsel)
HARRY D.BUCKLEY (Vice-President)
HARRY J. MULLER (Treasurer)

Mr. Schaefer acted as Chairman of the meeting and Mr. Raftery acted as Secretary of the meeting.

1. Mr. Muller reported to the Executive Committee the fact that United Artists Corporation after approval by counsel had signed the Distributor's Acceptance of the Supplemental Security Agreement dated October 29,1936, by and between Pickford-Lasky Productions, Inc. and Bank of America National Trust and Savings Association which increases the assignment on ONE RAINY AFTERNOON and THE GAY DESPERADO from $600,000 to $680,000.

2. Mr. Muller reported that Mr. O'Connor who supervises Netherlands East Indies requests that the corporation transfer its account from the Chartered Bank of India, Australia and China to Netherlandsche Indische Handelsbank, N.V. because the latter bank is much more convenient to the United Artists Corporation office. Mr.Muller stated as the statements of both banks appear to be of equal merit, he recommended the change. It was so approved.

3. Mr. Raftery made a report regarding the English tax situation which was generally discussed. Mr.

4. Mr.Buckley stated that the corporation's

subscription to the copyright protection bureau would expire as of December 31st, 1936. It was recommended that the corporation subscribe for another year. The dues would average between $80 and $85 a week - dependent upon the ultimate allocation according to dues paid to the Hays Organization.

5. Mr. Schaefer asked approval of the Committee to pay all employees receiving less than $200 a week a week's salary. It was so approved.

6. Mr. Raftery reported on an action the United States Government had commenced in equity in the United States District Court, Dallas, Texas, naming all major distributors and Hoblitzelle.

7. Mr. O'Brien gave a full report of the hearing and decision of the Federal Tax Authorities on the recent tax case in Washington. Appreciation of the Executive Committee was expressed to Mr. O'Brien for the result attained in this case.

8. Payment of $170.90 to the Special Legal Account of the Motion Picture Producers & Distributors of America, Inc. covering charges in Muller vs. Fox, Indianapolis Amusement Co. vs M.P.P.D.A. Et al, Bair vs. M.P.P.D.A et al, M.G.M. vs Indianpolis and M.G.M. vs Bair, was approved.

There being no further business before the meeting the same was on motion duly made and seconded, adjourned.

_____

Secretary

Scanned from the United Artists collection at the Wisconsin Center for Film and Theater Research.

Digitization and post-production completed in the University of Wisconsin-Madison's Department of Communication Arts, with funding from the Mary Pickford Foundation.

www.marypickford.org

www.mediahistoryproject.org